

**EXHIBIT B**  
**Mendelsohn Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

NEIMAN MARCUS GROUP LTD LLC, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 20-32519 (DRJ)  
)  
) (Jointly Administered)  
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**DECLARATION OF BRUCE MENDELSON IN SUPPORT  
OF DEBTORS' APPLICATION TO EMPLOY AND RETAIN  
PERELLA WEINBERG PARTNERS LP AS FINANCIAL ADVISOR AND INVESTMENT  
BANKER TO THE DISINTERESTED MANAGERS OF  
NEIMAN MARCUS GROUP LTD LLC NUNC PRO TUNC TO THE PETITION DATE**

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I, Bruce Mendelsohn, pursuant to section 1746 of title 28 of the United States Code, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am a Partner at Perella Weinberg Partners LP ("PWP" or the "Firm"), which has its principal office at 767 Fifth Avenue, New York, New York 10153. PWP is part of a global financial services firm that provides corporate advisory and asset management services. I submit this Declaration in support of the application (the "Application") of Neiman Marcus Group LTD LLC and its debtor affiliates in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), as debtors and debtors in possession (collectively, the "Debtors"), for an order authorizing the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Neiman Marcus Group LTD LLC (9435); Bergdorf Goodman Inc. (5530); Bergdorf Graphics, Inc. (9271); BG Productions, Inc. (3650); Mariposa Borrower, Inc. (9015); Mariposa Intermediate Holdings LLC (5829); NEMA Beverage Corporation (3412); NEMA Beverage Holding Corporation (9264); NEMA Beverage Parent Corporation (9262); NM Bermuda, LLC (2943); NM Financial Services, Inc. (2446); NM Nevada Trust (3700); NMG California Salon LLC (9242); NMG Florida Salon LLC (9269); NMG Global Mobility, Inc. (0664); NMG Notes PropCo LLC (1102); NMG Salon Holdings LLC (5236); NMG Salons LLC (1570); NMG Term Loan PropCo LLC (0786); NMG Texas Salon LLC (0318); NMGP, LLC (1558); The Neiman Marcus Group LLC (9509); The NMG Subsidiary LLC (6074); and Worth Avenue Leasing Company (5996). The Debtors' service address is: One Marcus Square, 1618 Main Street, Dallas, Texas 75201.

retention and employment of PWP as financial advisor and investment banker to the Disinterested Managers under the terms set forth in the Application.

2. The Application seeks an order authorizing the Debtors' retention and employment of PWP as financial advisor and investment banker to the Disinterested Managers on the terms and conditions set forth in that certain amended and restated engagement letter effective as of May 7, 2020 between the Disinterested Managers, the Debtors and PWP (the "Engagement Letter"), a copy of which is attached to the Application as **Exhibit C**.

3. I submit this Declaration in compliance with sections 327(a) and 328(a) of the Bankruptcy Code and to provide the disclosure required under Rules 2014(a) and 2016 of the Bankruptcy Rules and Rules 2014-1 and 2016-1 of the Local Rules. Unless otherwise stated, all matters set forth in this declaration are based on my personal knowledge, my review of relevant documents, information supplied to me by other professionals at PWP, or my views, including as based upon my experience and knowledge of the Debtors' business and financial condition. Except as otherwise noted, I have personal knowledge of the matters set forth herein.<sup>2</sup>

#### **PWP'S QUALIFICATIONS**

4. PWP is a financial services firm providing corporate advisory and asset management services to clients around the world, with offices in Austin, Calgary, Chicago, Denver, Houston, London, Los Angeles, Munich, New York, Paris, and San Francisco. PWP's corporate advisory practice is focused on providing clients with advice related to mergers and acquisitions and financial restructurings. PWP's mergers and acquisitions practice advises both public and private companies. Its financial restructuring practice works with companies, investors, and other parties in interest in turn-around and distressed situations. In addition, an

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<sup>2</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at the Firm and are based on information provided by them.

affiliate of PWP has an asset management business, which offers multiple investment vehicles focused on alternative investment products.<sup>3</sup>

5. PWP and its professionals have extensive experience working with financially troubled companies across a variety of industries in complex financial restructurings, both out of court and in chapter 11 cases. Major in-court restructurings in which PWP has been involved include: *In re Bristow Group, Inc.*, Case No. 19-32713 (DRJ) (Bankr. S.D. Tex.); *In re Halcón Resources Corporation*, Case No. 19-34446 (DRJ) (Bankr. S.D. Tex.); *In re Fieldwood Energy LLC*, Case No. 18-30648 (DRJ) (Bankr. S.D. Tex.); *In re Seadrill Limited*, Case No. 17-60079 (DRJ) (Bankr. S.D. Tex.); *In re CARBO Ceramics Inc.*, Case No. 20-31973 (MI) (Bankr. S.D. Tex.); *In re Alta Mesa Resources, Inc.*, Case No. 19-35133 (MI) (Bankr. S.D. Tex.); *In re Approach Resources Inc.*, Case No. 19-36444 (MI) (Bankr. S.D. Tex.); *In re Legacy Reserves Inc.*, Case No. 19-33395 (MI) (Bankr. S.D. Tex.); *In re Hexion Holdings LLC*, Case No. 19-10684 (KG) (Bankr. D. Del.); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y.); *In re PG&E Corporation and Pacific Gas and Electric Company*, Case No. 19-30088 (DM) (Bankr. N.D. Cal.); *In re iHeartMedia, Inc.*, Case No. 18-31274 (MI) (Bankr. S.D. Tex.); *In re Gastar Exploration Inc.*, Case No. 18-36057 (MI) (Bankr. S.D. Tex.); *In re EV Energy Partners, L.P.*, Case No. 18-10814 (CSS) (Bankr. D. Del.); *In re Memorial Production Partners LP*, Case No. 17-30262 (MI) (Bankr. S.D. Tex.); *In re Pacific Drilling S.A.*, Case No. 17-13193 (MEW) (Bankr. S.D.N.Y.); *In re Ocean Rig UDW Inc.*, Case No. 17-10736 (MG) (Bankr. S.D.N.Y.); *In re Bonanza Creek Energy, Inc.*, Case No. 17-10015 (KJC) (Bankr. D. Del.); *In re Breitburn Energy Partners LP*, Case No. 16-11390 (SMB) (Bankr. S.D.N.Y.); *In re Chaparral Energy, Inc.*, Case No. 16-11144 (LSS) (Bankr. D. Del.); *In re Stone Energy Corp.*,

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<sup>3</sup> As will be described below, PWP has comprehensive Information Barriers Policies (as defined below) to prevent the sharing of material non-public, confidential and proprietary information between the advisory services and asset management practices.

Case No. 16-36390 (MI) (Bankr. S.D. Tex.); *In re Atlas Resource Partners, L.P.*, Case No. 16-12149 (SHL) (Bankr. S.D.N.Y); and *In re Pacific Sunwear of California, Inc.*, Case No. 16-10882 (LSS) (Bankr. D. Del.). PWP has also been involved with the Title III case, *In re The Financial Oversight and Management Board for Puerto Rico*, Case No. 17-03283 (D.P.R.). In addition, PWP's professionals have provided services in connection with the out-of-court restructurings of numerous companies, including Algeco Group; Blackhawk Mining; California Resources Corporation; Danaos Corporation; International Automotive Components Group; Key Energy Services; Medical Depot Holdings; Pernix Therapeutics; ProServ; Savers; Sprint Industrial Holdings; and WeWork Companies.

6. On May 7, 2020, the Disinterested Managers employed PWP to provide assistance and financial counsel to the Disinterested Managers in connection with these cases. The Disinterested Managers have been delegated broad authority to act on behalf of NMG LTD in these cases with respect to matters ("Conflict Matters") in which a conflict exists between NMG LTD and its shareholders and affiliates or its managers, directors and officers, including authority to investigate claims that NMG LTD may possess and bind NMG LTD with respect to such matters. Since its engagement, PWP has assisted the Disinterested Managers in an investigation into certain prepetition transactions of the Debtors relating to the Debtors' non-debtor affiliate, MyTheresa.

7. PWP believes that the resources, capabilities, and experience of the Firm will be instrumental in assisting the Disinterested Managers in fulfilling their fiduciary duties to the Debtors and these estates, including with respect to the Conflict Matters.

#### **SCOPE OF PWP'S SERVICES**

8. As stated in the Engagement Letter, subject to the Court's approval, the Disinterested Managers have retained Willkie Farr & Gallagher and PWP to represent them in

matters in which a conflict exists or may exist between NMG LTD and its shareholders and affiliates or its managers, directors and officers. As of the Petition Date, the Disinterested Managers have requested PWP to investigate any and all causes of action that NMG LTD and its subsidiaries may have against entities related to the Debtors, non-debtor parent, Neiman Marcus Group, Inc. and the Debtors' private equity sponsors, including potential claims related to the entities commonly referred to as MyTheresa:

- (i) *General Financial Advisory and Investment Banking Services.*
  - (a) Continue to become familiar with the business, operations, properties, financial condition and prospects of the Debtors;
  - (b) review the Debtors' financial condition and outlook;
  - (c) assist in reviewing financial data and prepare presentations to the Disinterested Managers;
  - (d) attend meetings of the Debtors' board and board committees with respect to matters on which we have been engaged to advise the Disinterested Managers; and
  - (e) provide such other advisory services as are customarily provided in connection with the analysis of any of the transactions contemplated by the Engagement Letter, as requested and mutually agreed.
- (ii) *Restructuring Services.*

To the extent requested by the Disinterested Managers, PWP will:

- (a) analyze various Restructuring<sup>4</sup> scenarios and the potential impact of these scenarios on the value of the Debtors, and the recoveries of those stakeholders impacted by the Restructuring;
- (b) provide the Disinterested Managers with strategic advice regarding restructuring or refinancing the Debtors' obligations;

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<sup>4</sup> "Restructuring" means any recapitalization, modification or restructuring of the Company's equity and/or debt securities and/or other indebtedness, obligations or liabilities (including partnership interests, lease obligations, trade credit facilities and/or contract or tort obligations), including pursuant to any repurchase, exchange, conversion, cancellation, forgiveness, retirement, plan, solicitation of consents, waivers, acceptances, authorizations and/or a modification or amendment to the terms, conditions or covenants thereof.

- (c) at the direction of the Disinterested Managers, assist the Debtors and/or participate in negotiations with entities or groups affected by the Restructuring;
- (d) at the direction of the Disinterested Managers, continue to evaluate the Debtors' 2017 designation of MyTheresa and 2018 transfer of MyTheresa, analyze any causes of action related thereto, and assist in any litigation or negotiation of any settlement discussions related to the transfer;
- (e) assist the Disinterested Managers in the investigation and evaluation of any causes of action that may exist related to Neiman Marcus Group LTD LLC or the Debtors as a whole; and
- (f) provide testimony, as necessary, with respect to matters on which we have been engaged.

### **NO DUPLICATION OF SERVICES**

9. Because PWP will assist the Disinterested Managers with their work in their capacity as such, PWP's work will not duplicate the work performed by the Debtors' professionals.

### **PROFESSIONAL COMPENSATION**

10. Investment bankers such as PWP do not customarily charge for their services on an hourly basis. Instead, they charge a monthly advisory fee plus additional fees contingent on the occurrence of specified transactions or events. The Engagement Letter follows this fee structure and provides that PWP will be compensated for its services as follows:<sup>5</sup>

Financial Advisory Fee	A monthly financial advisory fee of \$150,000 payable in advance on each monthly anniversary of the effective date of the Engagement Letter; provided that, beginning on the seven month anniversary of the effective date of the Engagement Letter, 50% will be credited against the Restructuring Fee described below.
Restructuring Fee	A restructuring fee in the amount of \$3,000,000, payable promptly upon consummation of a Restructuring.

<sup>5</sup> To the extent there is any inconsistency between the summary of the fee and expense structure set forth in this Declaration and the fee and expense structure described in the Engagement Letter, the terms of the Engagement Letter shall control. Capitalized terms used but not defined in this summary of the fee and expense structure set forth herein have the respective meanings ascribed to them in the Engagement Letter.

11. The Engagement Letter also provides that, in addition to PWP's fees for professional services, the Debtors will reimburse PWP for its reasonable out-of-pocket expenses, including the fees and expenses of its legal counsel, arising in connection with any matter referred to in the Engagement Letter. PWP expenses reimbursable by Debtors, other than any legal fees, shall not exceed \$50,000 without the prior written consent of the Disinterested Managers and the Debtors, not to be unreasonably withheld; provided, that such limitation on expense reimbursement shall not apply to the Debtors' indemnification obligations under the Engagement Letter (as further discussed below).

12. The initial engagement letter among PWP, the Debtors and the Disinterested Managers included a Restructuring Fee of \$4,500,000. Prior to the filing of the Application, the Disinterested Managers approached PWP requesting a reduction in the Restructuring Fee. Following negotiations, PWP and the Disinterested Managers agreed to reduce the Restructuring Fee to \$3,000,000, which was memorialized in the Engagement Letter.

#### **TIMEKEEPING OBLIGATIONS OF PWP**

13. It is not the general practice of investment banking firms—including PWP—to keep detailed time records similar to those customarily kept by attorneys. PWP does not ordinarily maintain contemporaneous time records in tenth-hour increments or provide or conform to a schedule of hourly rates for its professionals.

14. PWP, therefore, respectfully requests that, notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, other applicable orders of this Court, or any other guidelines regarding the submission and approval of fee applications, PWP be excused from complying with any such requirements in connection with the services to be rendered pursuant to the Engagement Letter.



15. Notwithstanding the foregoing, PWP will apply to the Court for the allowance of compensation for services rendered and reimbursement of expenses incurred. Such applications will include time records setting forth, in summary format, a description of the services rendered by each professional and the amount of time spent on each date by each such individual in rendering services on behalf of the Disinterested Managers in one-half (.5) hour increments. PWP will also maintain detailed records of any actual and necessary costs and expenses incurred in connection with the services discussed above. PWP's applications for compensation and expenses will be paid by the Debtors pursuant to the terms of the Engagement Letter in accordance with any related procedures established by the Court.

#### **INDEMNIFICATION OF PWP**

16. As a material part of the consideration for which PWP has agreed to provide the services described herein, Annex A to the Engagement Letter provides for certain indemnification obligations to PWP and its affiliates, and each of their respective directors, officers, members, partners, employees, agents, or controlling persons, if any, (each, including PWP, an "Indemnified Person") from and against any losses, claims, damages, liabilities, or expenses related to, arising out of, or in connection with PWP's engagement or any matter referred to in the Engagement Letter, and the Debtors have agreed to reimburse each Indemnified Person for all reasonable, out-of-pocket expenses (including fees, charges and disbursements of counsel) as they are incurred in connection with investigating, preparing, pursuing or defending any action, claim, proceeding, or investigation related to, arising out of, or in connection with the engagement, whether or not pending or threatened and whether or not any Indemnified Person is a party; provided, however, that the Debtors and the Disinterested Managers will not be responsible for any losses, claims, damages, liabilities or expenses that are finally judicially determined to have resulted from the fraud, bad faith, gross negligence or willful misconduct of

any Indemnified Person.<sup>6</sup> Annex A to the Engagement Letter further provides that no Indemnified Person will have any liability (whether direct or indirect, in contract or tort or otherwise) to the Disinterested Managers or the Debtors, their securityholders or creditors related to, arising out of or in connection with the engagement, except to the extent that any loss, claim, damage, or liability is finally judicially determined to have resulted from the fraud, bad faith, gross negligence or willful misconduct of such Indemnified Person. If indemnification is for any reason held unenforceable or is otherwise unavailable to an Indemnified Person (other than due to an Indemnified Person's fraud, bad faith, willful misconduct or gross negligence), then, in lieu of indemnification, the Debtors will contribute to the loss, claim, damage, liability or expense for which such indemnification is held unenforceable in such proportion as is appropriate to reflect the relative benefits received or sought to be received by the Debtors, their securityholders and creditors on the one hand and the Indemnified Person on the other hand in matters contemplated in the engagement as well as the relative fault of the Debtors, their securityholders and creditors on the one hand and the Indemnified Person on the other hand, with respect to such loss, claim, damage, liability or expense and any other relevant equitable considerations; provided, however, that in no event will an Indemnified Person's aggregate contribution exceed the aggregate fees actually received by PWP under the Engagement Letter.<sup>7</sup>

17. The obligations of the Disinterested Managers and the Debtors set forth in Annex A to the Engagement Letter apply to any services provided by PWP in connection with the engagement prior to the date of the Engagement Letter. Additionally, the terms of the

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<sup>6</sup> To the extent there is any inconsistency between the summary of the indemnification, contribution, or exculpation provisions set forth in this Declaration and the indemnification, contribution, or exculpation provisions set forth in Annex A to the Engagement Letter, the terms of Annex A to the Engagement Letter shall control.

<sup>7</sup> The Engagement Letter defines relative benefits in the proportion of (i) the fees paid or to be paid to PWP in connection with the engagement and (ii) the total value of a transaction under the Engagement Letter, whether or not any such transaction is contemplated.

indemnification, exculpation, and contribution provisions survive the completion or termination of the engagement.

18. As described in the Application, the indemnification, exculpation, and contribution provisions set forth in the Engagement Letter are customary and reasonable terms of consideration for financial advisors and investment bankers such as PWP for engagements both out of court and in chapter 11.

**PRIOR COMPENSATION RECEIVED BY PWP FROM THE DEBTORS**

19. PWP did not receive any compensation from the Debtors within 90 days of the Petition Date.

20. For all of the above reasons, PWP believes that the proposed retention is reasonable, customary, necessary, appropriate and in the best interests of all parties in interest in these Chapter 11 Cases.

**PWP'S DISINTERESTEDNESS**

**A. PWP's Review Protocol**

21. The following disclosures provide a summary of the Firm's businesses and structure:

- (a) The Firm is owned by its working partners and certain outside investors (such outside investors, the "Outside Investors"). None of the Outside Investors participate in the management of, and such Outside Investors have no control over, PWP. Further, as described in more detail below, PWP's Advisory Practice (as defined below) is separate from PWP's asset management, research and sales and trading businesses, and is subject to internal information barrier policies and procedures to prevent the dissemination of material non-public, confidential and proprietary information between the Advisory Practice and such other businesses. To the best of my knowledge, none of these business relations constitute interests materially adverse to the Disinterested Managers or the Debtors in matters upon which PWP is to be engaged in these Chapter 11 Cases.
- (b) The Firm provides corporate advisory, private placement, research, sales and trading and asset management services to clients and investors around

the world (collectively, the “Clients”). The corporate advisory practice (the “Advisory Practice”) provides Clients with M&A advisory services, debt advisory services, restructuring advisory services, private placement services, and underwriting, as applicable which are collectively referred to herein as the “Advisory Services”. The Firm does not engage in proprietary sales and trading activities. As described more fully below, the Firm also has (i) an asset management business that offers multiple investment vehicles (the “Investment Services”) to Clients, (ii) a research business (“Research”) and (iii) a sales and trading business (“Sales and Trading”).

- (c) The Firm maintains internal procedures designed to preclude the dissemination of material non-public, confidential and proprietary information from PWP’s principals, partners, members, or professionals (collectively, the “Professionals”) who are providing Advisory Services on the one hand, to Professionals providing services for the Firm’s other businesses (the “Confidentiality Procedures”). The Confidentiality Procedures include the following protections: the Investment Services, Research and Sales and Trading business units are separate legal entities from the Advisory Services business unit that will provide services to the Disinterested Managers in these Chapter 11 Cases. No Professionals who provide services to the Disinterested Managers in these cases are or will be involved in any of the activities of the Investment Services, Research and Sales and Trading businesses. For the avoidance of doubt, since the commencement of the engagement, no Professionals who have directly provided services to the Disinterested Managers have provided services to the Investment Services, Research and Sales and Trading businesses. Perella Weinberg Partners Group LP (“PWP Group”) is the parent company of PWP, and PWP Group’s Global Policies on Use of Confidential Information (the “Information Barrier Policies”) apply equally to each subsidiary of PWP Group, including PWP. Pursuant to the Information Barrier Policies, PWP has established and maintains internal information barrier policies and procedures between its Advisory Practice and its other business units. All Professionals, including those advising the Disinterested Managers (i) receive training with respect to the Information Barrier Policies and are required to certify annually that they have read, understood and complied with the Information Barrier Policies; (ii) may not directly or indirectly share any material, non-public, confidential and proprietary information generated by, received from or relating to any Advisory Services Clients, including the Disinterested Managers, the Debtors or these Chapter 11 Cases, with any employees, representatives or agents solely involved in the Investment Services, Research and Sales and Trading businesses, and (iii) work in offices that are physically separated from and restricted by key card access to the Investment Services, Research and Sales and Trading business. Furthermore, PWP Group’s Legal and Compliance Department regularly reviews investment, sales and trading transactions in monitoring the Information Barrier Policies and

maintains confidential records of such reviews; and periodically monitors a sampling of emails (including those of PWP Professionals advising the Disinterested Managers in these cases) for, among other things, compliance with the Information Barrier Policies. The Information Barrier Policies are designed to prevent the sharing of information between Professionals who will directly provide services to the Disinterested Managers in these Chapter 11 Cases and Professionals of the Investment Services, Research and Sales and Trading businesses. Accordingly, pursuant to U.S. securities law, no material non-public, confidential, and proprietary information concerning the Disinterested Managers or the Debtors will be used by the Firm in trading securities.

- (d) Notwithstanding the foregoing, the Professionals advising the Disinterested Managers in these cases may share information with (i) certain senior management of the Firm who, due to their duties and responsibilities, have a legitimate need to know such information such as in the case of clearing conflicts for a new matter, provided that such individuals (a) otherwise comply with the Information Barrier Policies described in the previous paragraph of this Declaration and (b) use such information solely in connection with their managerial responsibilities, (ii) regulatory and other similar authorities, and (iii) Legal, Compliance, Finance, Accounting and other shared internal control functions within PWP Group that need to know such information for purposes of carrying out their functions. Such information sharing is conducted at all times in accordance with the Information Barrier Policies which are designed to ensure that use of the information is limited to the narrowly tailored reasons for which it was shared.
- (e) In connection with Investment Services, affiliates of PWP may currently or in the future serve as general partners for and manage a number of investment vehicles (collectively, the “PWP Funds”). The investors in the PWP Funds invest as limited partners. The limited partners in the PWP Funds will be some or all of the Outside Investors and principally unrelated third parties (and may include Parties in Interest (as defined below)), but also may include affiliates of PWP and various of its Professionals. PWP Professionals, in the aggregate, currently hold less than 2.5% of the interests in the PWP Funds and the remaining over 97.5% is held by unrelated third parties. As described in paragraph 20(b) below, only one PWP Professional directly involved in this engagement is an investor in the PWP Funds and such Professional owns less than 0.001% of the PWP Funds. Among other things, the PWP Funds may, directly or indirectly, be (i) passive investors in other investment vehicles (the “Investment Funds”), or (ii) active, direct investors in various securities, financial instruments (including options, derivatives, and debt instruments), and businesses or assets (including real estate) (collectively, the “Equity Funds”). It is possible that companies in which the PWP Funds may, directly or indirectly, own securities, or which the PWP Funds

may, directly or indirectly, engage in discussions regarding a possible investment or transaction in connection with the PWP Funds, may have a relationship with the Debtors or otherwise be a Party in Interest. These relationships are unrelated to the services PWP intends to provide in these cases. As would be the case with respect to a mutual fund investment, none of PWP, its affiliates, the PWP Funds, or the Professionals advising the Disinterested Managers in these cases will have any control over the investments made by the Investment Funds in which the PWP Funds are invested, including purchases, sales, and the timing of such activities, nor will they have day-to-day knowledge of investment decisions of the PWP Funds. The historical investments of the PWP Funds are periodically reported in public filings. Typically, such filings disclose the investments of the PWP Funds for the prior quarter. However, such historical investments may have no bearing on the current investments of the PWP Funds. This is because the PWP Funds trade on a day-to-day basis and therefore the historical investments that are reported on a quarterly basis in public filings may differ from the current investments of the PWP Funds. The Professionals directly involved in this engagement have no knowledge of the current investments of the PWP Funds. As of the last public filing covering the period ending March 31, 2020, the PWP Funds had investments in the Parties in Interest listed on Schedule 3. As of March 31, 2020, the PWP Funds had less than 0.1% of total assets under management invested in the Parties in Interest listed on Schedule 3. The Firm will maintain investment control over the Equity Funds that could (x) have Parties in Interest as investors, (y) purchase the securities or assets of Parties in Interest, or (z) conduct business with Parties in Interest in the ordinary course of operation. To the best of my knowledge, none of these business relationships constitute or will constitute interests materially adverse to the Disinterested Managers or the Debtors' estates. As described above, the Firm maintains Confidentiality Procedures to preclude the dissemination of material non-public, confidential, and proprietary information from its Professionals assigned to these cases to the Professionals assigned to the PWP Funds.

22. As described herein, PWP (a) employs comprehensive Information Barrier Policies, (b) is subject to both Securities Registration and Regulatory Oversight, and (c) obtains most or all of its assets under management from third parties (i.e., parties other than Related Investors). Specifically:

- (a) The Investment Services business, including the PWP Funds, are the subject of significant Information Barrier Policies, which include written policies and procedures, physical barriers, electronic barriers, and oversight by compliance with respect to any potential crossing of barriers.

- (b) The investors in the PWP Funds are overwhelmingly outside third party investors. PWP Professionals, in the aggregate, currently hold less than 2.5% of the interests in the PWP Funds and the remaining over 97.5% is held by unrelated third parties. Only one Professional directly involved in this engagement is an investor in the PWP Funds and such Professional owns less than 0.001% of the PWP Funds. As of March 31, 2020, the PWP Funds had less than 0.1% of total assets under management invested in the Parties in Interest listed on Schedule 3.
- (c) The PWP Funds are registered with the SEC and CFTC.
- (d) The PWP Funds are highly regulated and subject to periodic exams and other regulatory oversight by, among others, the SEC and NFA.
- (e) PWP Professionals have no access to any information, including information regarding investments of the PWP Funds (unless such information is later reported in public filings or similar public disclosures), on account of the Information Barrier Policies.
- (f) PWP Professionals also have no control over investment decisions of the PWP Funds.

23. In connection with its proposed retention by the Debtors on behalf of the Disinterested Managers in these cases, PWP reviewed relationships between it and the individuals and entities that PWP has been informed by the Debtors may have an interest in these Chapter 11 Cases (the “Parties in Interest”), and such parties are listed on Schedule 1 annexed hereto. PWP reviewed connections between both PWP and its affiliates and the Parties in Interest listed on Schedule 1.

24. Specifically, PWP performed the following research and inquiries to determine whether it, or any of its Professionals, had any present or former connections with Parties in Interest:

- (a) Database. PWP searched its databases (consisting of entities for which it has in the recent past been or is currently engaged to provide Advisory Services and entities that are currently or have in the recent past provided goods or services to PWP or its affiliates) against the list of Parties in Interest looking back a period of at least three years. The



results of that search are reflected on Schedule 2 hereto. Further, where PWP's search of its databases identified connections with entities with names similar to names of Parties in Interest, PWP investigated whether such entities were related to such Parties in Interest and, if so, reflected such connection on Schedule 2 hereto. PWP has disclosed any known connections to the Parties in Interest, including de minimis connections. To the best of my knowledge, except as otherwise set forth herein, no relationships identified in such searches constitute interests materially adverse to the Disinterested Managers or the Debtors in matters upon which PWP is to be engaged in these cases.

- (b) Employee Database. PWP searched its databases of current directorships held by its Professionals against the list of Parties in Interest. Except as otherwise disclosed herein, PWP's search of directorships indicated no relationship between any such directorships and the Parties in Interest.
- (c) Confidentiality Agreements. PWP searched its databases of executed confidentiality agreements with third parties (other than confidentiality agreements with vendors to PWP executed in the ordinary course of business). To the best of my knowledge, no confidentiality agreement business relationship constitutes an interest materially adverse to the Disinterested Managers or the Debtors' estates in matters upon which PWP is to be engaged in these cases.
- (d) Partner Inquiry. PWP inquired among Professionals in PWP's Advisory Practice whether they were aware of any actual conflict that would arise as a result of this engagement as financial advisor and investment banker for the Disinterested Managers, and sought information regarding other potential connections with the Debtors and these Chapter 11 Cases. This inquiry was in the form of a firm-wide email which sought information regarding any connections or relationships with the Debtors, the Bankruptcy Judges for the Southern District of Texas, or the United States Trustee or any person employed by the Office of the United States Trustee for the Southern District of Texas. As of June 3, 2020, no person contacted responded with any information regarding any such connections or conflicts, except as otherwise set forth herein. In addition, PWP made an additional inquiry in the form of an email to its Professionals providing services to the Disinterested Managers in these Chapter 11 Cases (the "Deal Team") which sought information regarding any known connections or relationships with any of the Parties in Interest. As of June 3, 2020, no person contacted responded with any information regarding any such connections or conflicts, except as otherwise set forth herein.
- (e) PWP Professional Investments. PWP searched its databases of current direct investments held by PWP Professionals in PWP's Advisory



Practice against the list of Parties in Interest to identify any known investments by such PWP Professionals in any Parties in Interest. PWP's search of direct investments held by such PWP Professionals indicated investments in the following Parties in Interest and/or their affiliates: Accenture LLP; ADP Inc.; AIG; Amazon.com; Ameren Missouri; Aon Risk Services of TX; Apollo; Apple Inc.; Ares; Ares Corporate Opportunities Fund III, L.P.; Ares Corporate Opportunities Fund IV, L.P.; AT&T; Bank of America, N.A.; Barclays; Blackrock; BMO Harris Bank; Brookfield; Capital One, National Association; CenturyLink Inc.; CenturyLink Communications, LLC; Chesapeake System Solutions; Cisco Systems, Inc.; Citizens Bank; Comcast; Comcast Cable Communications Management LLC; Consolidated Edison; Credit Suisse; Credit Suisse AG, Cayman Islands Branch; Deutsche Bank; Deutsche Bank AG, New York Branch; Dominion VA/NC Power; Duke Energy; Federal Express; FedEx Freight East; FedEx Ground; FedEx Trade Networks; Fidelity Investments; Frontier Communications; Goldman Sachs; Guggenheim; Hawaiian Electric Company; HSBC; IBM Corporation; Jersey Central Power & Light; JPMorgan; JP Morgan PCard; Lazard Freres & Co; Lloyd's (Beazley); Lloyd's (Navigators); Lloyd's of London; Lloyd's Underwriter Syndicate; Underwriters at Lloyd's; Micro Focus, Inc.; Microsoft Corporation; Microsoft Licensing, GP; Microsoft Online Inc.; Oracle Corporation; Otis Elevator Company; PayPal, Inc.; PIMCO; Prudential; Prudential Financial; Royal Bank of Canada; Simon; Simon Management Associates II LLC; Southern Company; Standard & Poor's Financial Services LLP; Starwood; TPG; Travelers Casualty & Surety Co. of America; Twilio Inc.; UPS; UPS Supply Chain Solutions; US Bank; Vanguard Group; Verizon; Verizon Wireless; Voya; Wells Fargo; and Zurich American Insurance Company. All such investments were in amounts representing less than 0.1% of any issuer and only seven of such investments were held by a PWP Professional representing the Disinterested Managers in the Debtors' Chapter 11 Cases.

## **B. PWP's Disclosures**

25. Based on the results of PWP's review, to date, to the best of my knowledge, none of myself, PWP, nor any of PWP's Professionals, insofar as I have been able to ascertain based on the procedures employed in PWP's review (i) have any connection with the Debtors, any of the Parties in Interest, or the U. S. Trustee, or any person employed in the Office of the U.S. Trustee, or (ii) represents an interest that is materially adverse to the interest of the Debtors' estates or any class of creditors or equity security holders in these Chapter 11 Cases, by reason of

any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason of which I know or about which I have been informed, with respect to the services to be performed pursuant to the Engagement Letter, except as disclosed or otherwise described herein.

26. To the best of my knowledge, and based on the results of PWP's review, PWP is a "disinterested person" within the meaning of Bankruptcy Code section 101(14), in that, except as otherwise set forth herein, its Professionals:

- (a) are not creditors of the Debtors, equity security holders of the Debtors, or "insiders" of the Debtors, as that term is defined in section 101(31) of the Bankruptcy Code;
- (b) are not and have not been, within two years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason.

27. Some Professionals, in connection with their employment before joining PWP, appeared or were engaged in cases, proceedings, and transactions involving attorneys, accountants, investment bankers, financial consultants, and claimants and Parties in Interest in these cases. To the best of my knowledge, none of these relationships relate to the Debtors or these Chapter 11 Cases nor constitute interests materially adverse to the Debtors in matters upon which PWP is to be engaged in these cases.

28. As part of PWP's diverse business, PWP appears or may appear in cases, proceedings, and transactions involving attorneys, accountants, investment bankers, and financial consultants, some of which may represent claimants and Parties in Interest in these cases. Further, PWP (including its Professionals prior to their employment with the Firm) has in the past, and may in the future, be represented by several attorneys and law firms in the legal

community, some of whom may be involved in these cases. In addition, PWP (including its Professionals prior to their employment with the Firm) has in the past and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to these cases. To the best of my knowledge, none of these relationships relate to the Debtors or these Chapter 11 Cases nor constitute interests materially adverse to the Debtors in matters upon which PWP is to be engaged in these cases.

29. PWP (including its Professionals prior to their employment with the Firm) may have in the past represented, may currently represent, and likely in the future will represent, Parties in Interest in connection with matters unrelated to the Debtors and these Chapter 11 Cases (except as described below). The parties listed on Schedule 2 annexed hereto and identified thereon as such have been identified as Clients of PWP's Advisory Services business who are also Parties in Interest. In addition, PWP makes the following specific disclosures:

- (a) Some Professionals have assets managed by financial advisors or hold mutual funds that are managed by third party fund managers. Neither the Firm nor its Professionals have any control over the investments in such funds, including investment purchases, sales, and the timing of such activities. Securities of the Debtors or Parties in Interest may be held through the foregoing investments. In addition, certain Professionals may hold securities of Parties in Interest or their affiliates in the ordinary course. To the best of my knowledge after reasonable inquiry, none of the Professionals have or hold investments in the Debtors.
- (b) The parties listed on Schedule 2 annexed hereto and identified thereon as such have been identified as Advisory Services Clients who are also Parties in Interest. As a matter of practice, the Firm does not disclose clients of Investment Services, Research, and Sales and Trading businesses to our Professionals in the Advisory Services business or to third parties because of the integrity of the Information Barrier Policies. Other Advisory Services, Investment Services, Research, and Sales and Trading Clients of PWP may also have a business relationship or potential business relationship with Parties in Interest or their affiliates that have not been made known to the Firm.
- (c) As described above, the Firm also operates the Research and Sales and Trading businesses. As part of these regular business operations, such

business units engage in sales, trading and research activities with institutional clients, some of which may be creditors, equity holders or other Parties in Interest in these cases. Some of these Clients may now or in the future hold debt or equity securities of the Debtors or other Parties in Interest in these cases. In addition, Professionals in the Research business may make statements or investment recommendations or publish reports regarding the Debtors or any other Parties in Interest. As noted above, such Research Professionals are separated by information barriers from those Professionals advising the Disinterested Managers in these cases.

- (d) The Firm has a large and diverse Advisory Practice. Accordingly, PWP and its Professionals may have in the past represented, may currently represent, and may in the future represent, in matters unrelated to these cases, numerous entities, some of which may be Parties in Interest and which, from time to time, may invest in securities of the Debtors. The parties listed on Schedule 2 annexed hereto and identified thereon as such have been identified as Parties in Interest who are or within the last three years have been Clients of the Firm's Advisory Practice. PWP has not represented, does not represent, and, if PWP's retention is approved by the Court, will not represent any entity's separate interest in these cases. Accordingly, PWP does not believe that any relationship it may have with any Party in Interest will interfere with or impair its representation of the Disinterested Managers in these cases.
- (e) The Debtors may supply services to or be creditors of one or more companies that may be Clients or in which the PWP Funds may invest. The Debtors may also purchase goods or services from and be obligors to one or more companies that may be Clients or in which the PWP Funds may invest. However, as set forth above, PWP has not conducted an inquiry of the Investment Services business or the PWP Funds because of the integrity of the Information Barrier Policies.
- (f) One or more financial institutions that have, or may in the future have, an independent financial or other relationship with PWP or an affiliate of PWP may also be a creditor, counterparty, or professional of the Debtors. The financial institutions listed on Schedule 2 annexed hereto and identified thereon as such have been identified as Parties in Interest that have or had an independent relationship with PWP. To the best of my knowledge, none of these business relations constitute interests materially adverse to the Debtors' estates in matters upon which PWP is to be engaged in these Chapter 11 Cases.

30. Except as otherwise disclosed herein, PWP has not been retained to assist any entity or person other than the Disinterested Managers on matters relating to, or in connection

with, these cases. If the Court approves the proposed retention and employment of PWP by the Debtors for the Disinterested Managers, PWP will not accept any engagement or perform any services in relation to these cases for any entity or person other than the Disinterested Managers. PWP will, however, continue to provide professional services to entities or persons that may be creditors of the Debtors or Parties in Interest in these cases or their affiliates; provided, however, that such services do not directly relate to, or have any direct connection with, the Debtors, the Disinterested Managers and these cases.

31. Except as otherwise set forth herein, to the best of my knowledge based on PWP's review, neither PWP nor its Professionals that are to perform the services set forth in the Engagement Letter (i) have any connections with any Parties in Interest or (ii) represent an interest that is materially adverse to the interest of the Debtors' estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason of which I know or about which I have been informed, with respect to the services to be performed pursuant to the Engagement Letter.

32. In light of the extensive number of the Debtors' creditors, Parties in Interest, and potential unknown additional parties in interest, neither I nor PWP are able conclusively to identify all potential relationships at this time, and we reserve the right to supplement this disclosure as additional relevant relationships come to our attention. In particular, among other things, the Firm may have relationships with persons who are beneficial owners of Parties in Interest and persons whose beneficial owners include Parties in Interest or persons who otherwise have relationships with Parties in Interest. Moreover, PWP employees may have relationships with Parties in Interest, persons that may become parties in interest in these cases, or persons that have business relationships with the Debtors, are competitors of the Debtors, or

are customers of the Debtors. If any new relevant facts or relationships are discovered or arise in the future, PWP will use reasonable efforts to identify such further relevant facts or relationships and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014.

33. Based on PWP's review conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (i) PWP is a "disinterested person" within the meaning of Bankruptcy Code section 101(14), as required by Bankruptcy Code section 327(a), and does not hold or represent an interest adverse to the Debtors' estates, and (ii) PWP has no connection to the Disinterested Managers, the Debtors, their creditors, or their related parties, except as may be disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 4, 2020

/s/ Bruce Mendelsohn

Bruce Mendelsohn

Partner

Perella Weinberg Partners LP

**SCHEDULE 1**  
**PWP PARTIES IN INTEREST**

**ADMINISTRATIVE AGENTS**

ANKURA TRUST COMPANY, LLC  
BANK OF AMERICA, N.A.  
CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH  
DEUTSCHE BANK AG NEW YORK BRANCH  
WILMINGTON SAVINGS FUND SOCIETY, FSB  
WILMINGTON TRUST, N.A.

**BANKRUPTCY JUDGES**

ALBERT ALONZO  
ANA CASTRO  
CHRIS LOPEZ  
CHRISTOPHER M. LOPEZ  
DAVID J. BRADLEY  
DAVID R. JONES  
EDUARDO V. RODRIGUEZ  
EVANGELINE C. ATTAWAY  
JEANNIE CHAVEZ  
JEFFREY P. NORMAN  
LINH THU DO  
MARIO RIOS  
MARVIN ISGUR  
RUBEN CASTRO  
TRACEY CONRAD  
VRIANA PORTILLO

**BANKS**

AMEGY BANK  
FIRST HAWAIIAN BANK  
REGIONS FINANCIAL CORP  
US BANK

**CONTRACT COUNTERPARTIES**

ABC TEST AGREEMENT  
ACME MOTOR FREIGHT SERVICES  
ACTIONIQ, INC  
ADOBE SYSTEM INCORPORATED  
ADVANTAGE CONSULTING GROUP  
ADVANTIX SOLUTIONS GROUP INC  
AFB CONSULTING  
AGILENCE, INC  
AGILONE INC.  
AKF CONSULTING, LLC  
AKQA, INC  
ALATION



**Neiman Marcus Group Ltd.**

**Parties in Interest List**

ALE-JOY CALO, INC. DBA TOWN & COUNTRY CLEANERS

ALERT TECH

ALIXPARTNERS LLP

ALORICA CUSTOMER CARE INC

ALSCO

AMAZON.COM

AMERICAN AIRLINES

AMERICAN EAGLE LINES

AMERICAN EXPRESS

AMERICAN FREIGHTWAYS, INC.

AMERICAN WEST WORLDWIDE EXPRESS, INC.

ANTUIT

APPLAUSE APP QUALITY, INC

APTTUS CORPORATION

ARAMARK REFRESHMENT SERVICES LLC

ARISE VIRTUAL SOLUTIONS INC.

AS LOGISTICS, INC.

ASG TECHNOLOGIES GROUP, INC.

AT AND T CORP

AUDIO FIDELITY COMMUNICATIONS CORPORATION

AURIEMMA CONSULTING GROUP, INC.

AVA CONSULTING GROUP INC

AVAYA INCORPORATED

AVILA IT SERVICES

BACKOFFICE ASSOCIATES LLC

BASE 22 TECHNOLOGY GROUP, LLC

BCD TRAVEL USA LLC

BINARY TREE

BIZZDESIGN UNITED STATES, INC.

BLACKHAWK ENGAGEMENT SOLUTIONS

BLANKENSHIP CHANGE CONSULTING, LLC

BLOOMREACH, INC.

BLUECONIC, INC.

BLUEVENN US INC.

BLUJAY SOLUTIONS INC

BMC SOFTWARE, INC.

BOTTOM LINE CONCEPTS

BOUNCE EXCHANGE INC

BRAINSTORM, INC.

BRICZ, LLC

BRIERLEY & PARTNERS

BRIGHTEDGE TECHNOLOGIES, INC.

CALLSTACK

CANIDIUM, LLC.

CANON

CANTEEN VENDING

CAPITAL ONE, NATIONAL ASSOCIATION

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

CARGO TRANSPORTERS  
CAROUSEL INDUSTRIES OF NORTH AMERICA  
CARTESIAN DATASCIENCES, LLC  
CATALYST ONLINE LLC  
CATCHPOINT SYSTEMS, INC.  
CAVISSON SYSTEMS, INC.  
CCFG CLEANERS, LLC  
CELADON TRUCKING SERVICES, INC.  
CELECT INC  
CENTRIFY CORPORATION  
CENTURYLINK COMMUNICATIONS, LLC  
CHARGEITSPOT LLC  
CHESAPEAKE SYSTEM SOLUTIONS  
CHICAGOLAND CABLING SOLUTIONS, INC.  
CISCO SYSTEMS, INC  
CITCON USA LLC  
CLOUDBURST TECHNOLOGIES  
CLOUDIYAN LLC  
CLUMIO, INC.  
COALFIRE SYSTEMS, INC.  
COGNIZANT TECHNOLOGY SOLUTIONS U.S. CORPORATIONS  
COHESITY, INC.  
COMCAST CABLE COMMUNICATIONS MANAGEMENT LLC  
COMNET COMMUNICATIONS LLC  
COMPASS GROUP USA, INC.  
COMPLIANCE NETWORK, L.L.C.  
CONNEXITY, INC.  
CONNORS GROUP  
CONVEY, INC.  
CORETRUST PURCHASING GROUP  
CORNERSTONE LOGISTICS INC  
CRADLEPOINT, INC.  
CREDERA ENTERPRISES COMPANY  
CROWN RELOCATIONS  
CRST EXPEDITED, INC.  
CS TECHNOLOGY, INC.  
CURALATE INC  
CUSTORA, INC.  
DALETHES, INC.  
DATA SALES  
DATASTAX INC  
DEALER SOUQ  
DELIV, INC.  
DETERMINE SOURCING INC  
DFS SERVICES  
DIAMANTI, INC  
DICENTRAL CORPORATION

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

DIGITAL MOBILE INNOVATIONS,LLC.  
DIGITAL SHADOWS US, INC.  
DIRECT SOURCE INC  
DIRECTV, LLC  
DISPATCH TRANSPORTATION CORPORATION  
DOCUSIGN INC  
DOORDASH  
DRIVESAVERS, INC  
DRY CLEAN SUPER CENTER  
DSCO  
DYNAMEX INC.  
DYNATRACE SOFTWARE, INC.  
EMC CORPORATION  
EPAM SYSTEMS, INC.  
EVERGAGE, INC.  
EXCEL ELEVATOR AND ESCALATOR CORP  
EXPERIAN MARKETING SOLUTIONS, INC.  
EZCOM SOFTWARE INC  
FFE TRANSPORTATION SERVICES, INC.  
FIBERNET DIRECT TEXAS,LLC  
FIFTY ONE INC  
FINDMIND INC  
FIRST DATA MERCHANT SERVICES LLC  
FIRST FLIGHT SOLUTIONS  
FIRST NATIONAL BANK OF OMAHA  
FIT3D, INC.  
FLEENOR COMPANY INC  
FORRESTER RESEARCH,INC.  
FORSYTHE SOLUTIONS GROUP, INC.  
FTM ART ADVISORY  
FULLSTORY, INC.  
FUSE INC.  
FUTURE COM LTD  
G2 INC.  
GADDIS PARNTERS, LTD.  
GHOSTERY, INC.  
GIFT SOLUTIONS  
GLOBAL BRIDGE INFOTECH INC.  
GLOBAL-E US INC  
GRANE TRANSPORTATION LINES, LTD  
GRANIFY  
GREEN MOUNTAIN TECHNOLOGY (GMT)  
GREMLIN, INC.  
GRID DYNAMICS INTERNATIONAL, INC.  
GULF COAST TRANSPORT, INC.  
HAFTA HAVE, INC.  
HARTE-HANKS

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

HCL TECHNOLOGIES LIMITED  
HEXAWARE TECHNOLOGIES, INC.  
HIGH ORDER SOLUTIONS, LLC  
HILCO RETAIL CONSULTING LLC  
HITACHI DATA SYSTEM CORPORATION  
HOTEL LAUNDRY FIVE STAR LLC  
IBM CORPORATION  
ICERTIS, INC.  
IMIDIA LLC  
INCISIV  
IN-COM DATA SYSTEMS, INC.  
INFOSYS  
INFOSYS LIMITED  
INFOVISION  
INSIGHT GLOBAL, LLC  
INTELLYS CORPORATION  
INTEPLAST GROUP  
INTERACTIVE COMMUNICATIONS INTERNATIONAL, INC. (INCOMM)  
INTERMEC TECHNOLOGIES CORPORATION  
INTERTRADE SYSTEMS INC  
IPROSPECT.COM, INC.  
J.P MORGAN CHASE BANK, N.A.  
JACADA, INC.  
JAGGED PEAK  
JDA SOFTWARE GROUP, INC.  
JOOR, INC.  
JRNI, INC.  
KAIROS TECHNOLOGIES INC  
KORE.AI, INC.  
KRONOS INC  
KUSTOMER, INC.  
LAMPIX  
LATIN AMERICA RETAIL CONNECTION, LLC  
LAZ PARKING MANAGEMENT LIMITED  
LEATHER CENTER  
LENATI LLC  
LEVI RAY AND SHOUP INC  
LEVI RAY AND SHOUP STAFFING INC  
LIVEPERSON, INC.  
LIVIDINI  
LOGICSOURCE, INC.  
LONE STAR CABLE  
LONGVIEW WAREHOUSE & STORAGE  
LOOKLET AB  
LUCIDWORKS INC  
LYTICS  
M. MILLER AND ASSOCIATES LLC

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

MANGIA  
MANHATTAN ASSOCIATES,INC.  
MAPOL BUSINESS SOLUTIONS P LIMITED  
MARKMONITOR  
MARTINIZING DRY CLEANING  
MATRIX RESOURCES,INC.  
MCKINSEY & COMPANY, INC  
MEMOMI LABS INC.  
MICRO FOCUS, INC.  
MICROFOCUS  
MICROSOFT CORPORATION  
MICROSOFT LICENSING, GP  
MIDWEST CONSULTING GROUP,INC.  
MOONRAFT INNOVATION LABS, INC  
MOXIE SOFTWARE, INC.  
NAHAN PRINTING INC  
NARVAR INC  
NATIONAL CARRIERS, INC.  
NATIONWIDE JANITORIAL SERVICES  
NEW RELIC, INC.  
NEWGISTICS INC  
NEXLA, INC.  
NEXTSTEP RECRUITING  
NICE SYSTEMS, INC.  
NICELABELAMERICAS, INC.  
NORTH AMERICAN VAN LINES, INC.  
OKTA, INC.  
ONSYSTEMS, INC.  
OPENSYMMETRY LLC  
OPERA SOLUTIONS, LLC  
OPINIONLAB, INC.  
OPITZ OUTLET  
OPTIMIZELY  
ORACLE CORPORATION  
ORKIN LLC  
OTIS ELEVATOR COMPANY  
PAPER PLACE  
PAXATA  
PAY PAL, INC.  
PERCH INTERACTIVE, INC.  
PERFICIENT, INC.  
PIVIT GLOBAL  
PLANGRID  
PLANTINUM TECHNOLOGY INC.  
PLATFORM9  
PLUMSLICE LABS INC.  
POSSIBLENOW, INC.

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

PRECOCITY, LLC  
PROFIT ENHANCEMENT SYSTEMS, INC.  
PROJEKT202 LLC  
PROOFPOINT INC  
PUBNUB, INC.  
QUIQ, INC  
QUISITIVE, LLC  
R4 TECHNOLOGIES, INC.  
RANDSTAD TECHNOLOGIES, LLC  
RANGLEIO  
RAWHIDE HIGH CLASS SHOE REPAIR  
REDPOINT GLOBAL INC.  
REDSOUT  
REFLEXIS SYSTEMS, INC.  
RELTIO, INC.  
RESOURCES CONNECTION, LLC  
RETAIL SYSTEMS RESOURCES LLC  
RETURN PATH INC.  
RGIS LLC  
RICHRELEVANCE, INC.  
RIGOR, INC.  
RIMINI STREET, INC.  
RIVERPAY, INC.  
ROCKBOT, INC.  
ROCKET SOFTWARE (US), LLC  
SALESFLOOR INC.  
SAP AMERICA, INC.  
SAS INSTITUTE INC  
SCANTEXAS  
SCAPIC  
SELECT EXPRESS AND LOGISTICS  
SENDERO BUSINESS SERVICES LP  
SENSORMATIC ELECTRONICS CORP-  
SESSION M INC.  
SHOPRUNNER INC  
SHYFT TECHNOLOGIES, INC.  
SIGNATURE HOSPITALITY SERVICES  
SILICON VALLEY PRODUCT GROUP  
SIMON DATA  
SITECORE USA INC.  
SLALOM, LLC  
SM MOTOR  
SMOOTH TECHNOLOGIES, INC.  
SNAPLOGIC, INC.  
SNOWFLAKE COMPUTING INC  
SOFTWARE AG USA, INC.  
SONIAN, INC.

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

SOURCELINK ACQUISITION, LLC  
SPECIALIZED SECURITY SERVICES, INC.  
SPEEDCURVE, LTD.  
SPEEDY MESSENGER ALLEGRO  
SPEND MANAGEMENT EXPERTS  
SPENDHQ  
SPINNAKER SUPPORT, LLC  
SPLUNK INC.  
SPS COMMERCE, INC.  
SQUARE ROOT, INC.  
SSOGEN  
STORED VALUE SOLUTIONS  
STYLYZE INC  
SYSTEMWARE INC  
SYTE VISUAL CONCEPTION LTD.  
TALX  
TATA AMERICA INTERNATIONAL CORPORATION  
TEALIUM INC.  
TECHNICAL YOUTH, LLC  
TECHNOLOGY SERVICE PROFESSIONALS  
TEKSYSTEMS, INC  
TELLAPART, INC.  
TEST  
THE 41ST PARAMETER, INC.  
THE BOSS GROUP  
THE I4 GROUP  
THE SUPPORT GROUP INC  
THE TACTICA PARTNERS  
THEATRO LABS, INC.  
THOUGHTSPOT  
TOWNSHIP BUILDING SERVICES INC  
TRACKIF LLC  
TRANE U.S. INC  
TRANSCO LINES, INC.  
TRIBRIDGE HOLDINGS, LLC  
TSP  
TURNTO NETWORKS, INC.  
TWILIO INC.  
UBERTEJAS, LLC DBA BIZCLOUD EXPERTS  
UGAM SOLUTIONS SEZ PVT LTD  
ULTRACOR INC.  
UNIFI SOFTWARE, INC.  
UNITED STATES POSTAL SERVICE (USPS)  
UNITY BOND INC.  
UPSTREAM  
UPSTREAM COMMERCE, INC.  
URBAN AIRSHIP INC

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

USERZOOM  
VALUELINK LLC  
VENDING SERVICES DIVISION  
VERACTION, LLC  
VERINT AMERICAS INC  
VERTEX INC  
VIAWEST, INC.  
VL CONSULTING DWC-LLC  
VOIANT GROUP, LLC  
VPMA GLOBAL SERVICES LLC  
VUDUMOBILE, INC.  
WATERLINE DATA SCIENCE, INC.  
WEBFILINGS LLC  
WHITE PLAINS LINES  
WIPRO LIMITED  
WORKFLOWONE LLC  
WORKSHOP LA  
WORLD WIDE TECHNOLOGY INC  
YRC, INC.  
ZAAVYA  
ZAAVYA LLC  
ZENDESK, INC.  
ZMAGS CORP  
ZUMASYS, INC.  
PEGASUS LOGISTICS GROUP  
RAKUTEN MARKETING

**DEBTHOLDERS**

ALBACORE PARTNERS  
APOLLO  
ARES  
BANK OF AMERICA  
BARCLAYS  
BENEFIT STREET  
BLACKROCK  
BLUEMOUNTAIN  
BMO HARRIS BANK  
CAPITAL INTERNATIONAL  
CAPITAL RESEARCH & MANAGEMENT  
CAPRE  
CITIZENS BANK  
CREDIT SUISSE  
CVC CAPITAL PARTNERS  
DAVIDSON KEMPNER  
DEUTSCHE BANK  
GOLDMAN SACHS  
GUGGENHEIM



**Neiman Marcus Group Ltd.**

**Parties in Interest List**

H2 CAPITAL  
HSBC  
JPMORGAN  
MARATHON AM  
MJX  
P SCHOENFELD ASSET MANAGEMENT  
PIMCO  
POWER CORP OF CANADA  
PRUDENTIAL  
PRUDENTIAL FINANCIAL  
PUTNAM INVESTMENTS  
QUAKER FUNDS  
REDWOOD CAPITAL  
REGIONS BANK  
ROYAL BANK OF CANADA  
SOUTHEASTERN ASSET MANAGEMENT  
SUNTRUST  
TDBANK  
THIRD POINT  
TORCHMARK CORP  
TPG  
VANGUARD GROUP  
VOYA  
WELLS FARGO

**DEBTORS**

BERGDORF GOODMAN, INC.  
BERGDORF GRAPHICS, INC.  
BG PRODUCTIONS, INC.  
MARIPOSA BORROWER, INC.  
MARIPOSA INTERMEDIATE HOLDINGS LLC  
MYT HOLDING CO.  
MYT INTERMEDIATE HOLDING CO.  
MYT NETHERLANDS PARENT B.V.  
MYT PARENT CO.  
MYTHERESA BUSINESS INFORMATION CONSULTING (SHANGHI) CO. LTD.  
MYTHERESA SE (GERMANY)  
NEIMAN MARCUS GROUP LTD LLC  
NEMA BEVERAGE CORPORATION  
NEMA BEVERAGE HOLDING CORPORATION  
NEMA BEVERAGE PARENT CORPORATION  
NM BERMUDA, LLC  
NM FINANCIAL SERVICES, INC.  
NM NEVADA TRUST  
NMG CALIFORNIA SALON LLC  
NMG FLORIDA SALON LLC  
NMG GLOBAL MOBILITY, INC.

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

NMG NOTES PROPCO LLC  
NMG SALON HOLDINGS LLC  
NMG SALONS LLC  
NMG SUBSIDIARY LLC  
NMG TERM LOAN PROPCO LLC  
NMG TEXAS SALON LLC  
NMGP, LLC  
THE NEIMAN MARCUS GROUP LLC  
THE NMG SUBSIDIARY LLC  
THERESA WARENVERTRIEB GMBH (GERMANY)  
WORTH AVENUE LEASING COMPANY

**DEBTORS' PROFESSIONALS**

BERKELEY RESEARCH GROUP LLC  
KIRKLAND & ELLIS INTERNATIONAL LLP  
KIRKLAND & ELLIS LLP  
LAZARD FRERES & CO

**DIRECTORS & OFFICERS**

BRAD WOOD  
BRANDY RICHARDSON, SVP, CHIEF ACCOUNTING OFFICER AND CFO  
CECILIA MA  
DARCY PENICK  
DAVID B. KAPLAN (CHAIRMAN)  
DENNIS T. GIES  
ERIC ARTHO  
ERIC SEVERSON  
GEOFFROY VAN RAEMDONCK  
GRAEME M. EADIE  
JOSEPH N. WEBER, SVP AND CHIEF HUMAN RESOURCES OFFICER  
KAREN W. KATZ  
KIM YEE, VP, ASSISTANT GENERAL COUNSEL, TRANSACTIONS AND COMPLIANCE  
LEIGH ANN HERNANDEZ, VP, TAX AND TAX GOVERNMENTAL AFFAIRS  
LORI HALL-KIM  
MARC BEILINSON  
MARTIN BEER  
MICHAEL KLIGER  
MICHAEL SULLIVAN, ASSISTANT SECRETARY  
MYRNA MARIA REIJNDERS  
NANCY NICHOLS  
NORMAN H. AXELROD  
SCOTT VOGEL  
SEBASTIAAN DONNER  
SEBASTIAN DIETZMANN  
STEVE YANG  
TRACY M. PRESTON, SVP, GC, CORPORATE SECRETARY, AND CCO  
TRACY PRESTON

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

ALAN J. HERRICK  
ANDREW PAIK  
CESARE J. RUGGIERO  
EUGENE ESMONDE  
MATTHEW RHODES  
PHILIPPE E. BOURGUIGNON  
RACHEL LEE

**EQUITY SPONSORS**

CECILIA MA  
DAVID KAPLAN  
DENNIS GIES  
GRAEME EADIE  
LORI HALL-KIM  
STEVE YANG

**EQUITYHOLDERS**

ACOF MARIPOSA HOLDINGS LLC  
ADAM ORVOS  
ALISON K AXELROD 2012 FAMILY TRUST  
ANN STORDAHL  
ARES CORPORATE OPPORTUNITIES FUND III, L.P.  
ARES CORPORATE OPPORTUNITIES FUND IV, L.P.  
DARCY PENICK  
JONATHAN JOSELOVE  
KOREA INVESTMENT CORPORATION  
MALLORY ANDREWS  
NEVA L. HALL  
PANTHEON GLOBAL CO-INVESTMENT OPPORTUNITIES FUND II, L.P.  
PROCIFIC  
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA  
THOMAS J. LIND  
WANDA GIERHART  
CPP INVESTMENT BOARD (USRE) INC.  
NORA AUFREITER  
NORMAN AXELROD

**INSURERS**

ACE AMERICAN INS. CO.  
ACE PROPERTY AND CASUALTY INSURANCE COMPANY  
AFFILIATED FM INSURANCE COMPANY  
AIG  
ALLIANZ GLOBAL RISKS US INSURANCE COMPANY  
AMERICAN INTERNATIONAL GROUP, INC.  
AON RISK SERVICES OF TX  
ASPEN AMERICAN INSURANCE COMPANY  
AXIS INSURANCE COMPANY

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

BEAZLEY INS. CO. INC.  
BEAZLEY SYNDICATES AFB  
BERKLEY INSURANCE COMPANY  
BERKLEY PROFESSIONAL LIABILITY  
CNA INTERNATIONAL  
CHUBB  
CNA PARAMOUNT  
CONTINENTAL CASUALTY CO. (CNA)  
CONTINENTAL INSURANCE COMPANY  
FACTORY MUTUAL INSURANCE COMPANY  
FM GLOBAL  
GREAT AMERICAN E&S INSURANCE CO.  
GREAT AMERICAN INSURANCE GROUP  
IRONSHORE SPECIALTY INSURANCE COMPANY  
LIBERTY INSURANCE CORPORATION  
LIBERTY MUTUAL FIRE INSURANCE CO  
LIBERTY MUTUAL HOLDING COMPANY INC.  
LIBERTY MUTUAL INSURANCE  
LLOYD'S UNDERWRITER SYNDICATE  
LLOYDS (BEAZLEY)  
LLOYDS (NAVIGATORS)  
LLOYDS OF LONDON  
LM INSURANCE CORPORATION  
NATIONAL UNION FIRE INSURANCE COMPANY (AIG)  
NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA  
RT SPECIALTY  
SAFETY SPECIALTY INSURANCE COMPANY  
SELECTIVE INSURANCE COMPANY OF AMERICA  
STARR INDEMNITY & LIABILITY COMPANY  
TRAVELERS CASUALTY & SURETY CO. OF AMERICA  
U.S. SPECIALTY INSURANCE COMPANY  
UNDERWRITERS AT LLOYD'S  
W.R. BERKLEY CORPORATION  
XL INSURANCE AMERICA, INC.  
ZURICH AMERICAN INSURANCE COMPANY

**LANDLORDS**

ASHKENAZY  
BROOKFIELD  
FORBES  
IRVINE COMPANIES  
JONES LANG LASALLE  
NORTHPARK  
PA PUBLIC EMPLOYEES  
RELATED  
SIMON  
STARWOOD

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

URW

WHITMAN FAMILY DEVELOPMENT

**LITIGATION PARTIES**

BROOKE SHIELDS

BRUCE FULLER

CXT SYSTEMS, INC

DAVID TOLBERT

DENISE KISH

DIANA VILLASIS

DWAIN LAMMEY

FELIPE PRIAST

GHODOOSHIM & SON

HILARY REMIJAS

HOWARD COHAN

ITC AND GIANFRANCO FERRE

JODI OLTHUIS

KATERYNA OTWORTH

LIESELOTTE MESHER, THROUGH STEWART MESHER

LOIDA PABON

MARBLE RIDGE CAPITAL LP

MARBLE RIDGE MASTER FUND LP

MEHTAP ARGUN

NIRVANA

NLRB (SHEILA MONJAZEB)

PARISA KHALILI

RAPHAEL TEMPLE OF BEAUTY

ROSA BEALE

ROSINA WELSH MORENE

SHAHNAZ AMIRTALESH

SHAYLA WILLIS

TAYLOR BAYER

TERESA IANDOLA

TIANHAI LACE USA, INC.

TIFFANY L. TRAN

UMB BANK, N.A.

ANNA KUZMINER

SOLOW BUILDING COMPANY LLC

**NON-DEBTOR AFFILIATES**

MYTHERESA.COM GMBH

MYTHERESA.COM SERVICE GMBH

NEIMAN MARCUS BERMUDA L.P.

NEIMAN MARCUS GROUP, INC.

NMG ASIA HOLDINGS LIMITED

NMG ASIA LIMITED

NMG GERMANY GMBH

**Parties in Interest List**

**ORDINARY COURSE PROFESSIONALS**

ACCENTURE LLP  
ADAIR MORRIS & OSBORN PC  
ADP INC  
ALIGHT SOLUTIONS LLC  
ANDREW W YOUNG  
ANGEION GROUP  
ANTONIO GUTIERREZ  
ASPEN LICENSING INTERNATIONAL INC  
BAIN MAZZA & DEBSKI LLP  
BALLYHOO BLUE WORKSHOP LLC  
BARNES & THORNBURG LLP  
BRYAN CAVE LLP  
BUSINESS WIRE INC  
CHARLTONS  
CLEARY GOTTLIEB STEEN & HAMILTON LLP  
CONCHIE ASSOCIATES LLC  
COVINGTON & BURLING LLP  
COZEN O'CONNOR  
DANIEL J EDELMAN INC  
DAWSON TILEM & GOLE  
DELOITTE TRANSACTIONS & BUSINESS ANALYTICS LLP  
DOUGLAS MEYER ARCHITECT  
DUFF & PHELPS LLC\*  
ERNST & YOUNG LLP  
ESRP ADVISORY DALLAS LLC  
FIDELITY INVESTMENTS  
FISH & RICHARDSON PC  
FTI CONSULTING INC  
GREAT AMERICAN GROUP  
HALSBAND LAW OFFICES  
HINMAN & CARMICHAEL LLP  
HOGAN LOVELLS US LLP  
HOULIHAN LOKEY CAPITAL INC  
HUNTON & WILLIAMS LLP  
INFOR (US) INC  
INTERNATIONAL SCHOLARSHIP AND TUITION SERVICES INC  
INTRALINKS INC  
JACKSON LEWIS PC  
JGOLDCROWN INC  
JONES DAY  
JORGE A ALMENDAREZ  
K&L GATES LLP  
KENNY GEOSCIENCE  
KIDDER MATHEWS OF CALIFORNIA INC

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

KILPATRICK TOWNSEND & STOCKTON LLP  
KLEIMAN CONSULTING  
KORN FERRY LEADERSHIP CONSULTING CORPORATION  
LAW OFFICES OF PHILIP P DELUCA  
LAW OFFICES OF SANFORD JOSSEN  
LAW OFFICES OF WYATT & ASSOCIATES PLLC  
LAWYERS FOR WORKPLACE FAIRNESS  
LIGHT LAW GROUP APC  
LIVIDINI & CO LLC  
LRN  
LYNN PINKER COX & HURST LLP  
MARISA FARELLA  
MARKETSPHERE CONSULTING LLC  
MATRIX ABSENCE MANAGEMENT INC  
MAYER BROWN LLP  
MCDERMOTT WILL & EMERY  
MCWILLIAMS GOVERNMENTAL  
MERCER HUMAN RESOURCES CONSULTING  
MERRILL COMMUNICATIONS L L C  
MHN SERVICES  
MOODY'S INVESTORS SERVICE  
MORALES, ALDO LUIS  
NASDAQ OMX CORP SOLUTIONS LLC  
NGS GLOBAL AMERICAS LLC  
OPENMATTERS INC  
PAUL WEISS RIFKIND WHARTON & GARRISON LLP  
PCA PARTNERS LLC  
RENCON ADVISORS  
RFID SHERPAS LLC  
RIVERON CONSULTING LP  
ROBERTA FENSTER  
ROSENBERG & ESTIS PC  
RUTLEDGE ECENIA PA  
RYAN INC  
RYAN TAX COMPLIANCE SERVICES LLC  
SANAA GUIRGUIS  
SARD & LEFF LLC  
SIDLEY AUSTIN LLP  
SIMPSON THATCHER & BARTLETT LLP  
STANDARD & POOR'S FINANCIAL SERVICES LLC  
STINSON LEONARD STREET LLP  
STRATEGIC RESOURCE GROUP  
TALX CORPORATION  
TAMAR CHAVEZ  
THE LAW OFFICE OF LANTIS G ROBERTS PLLC  
TOWERS WATSON DELAWARE INC  
WACHTELL LIPTON ROSEN & KATZ

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

WAGEWORKS INC  
WEST CORPORATION LLC  
WILLIS TOWERS WATSON  
LITTLER MENDELSON P C  
PROSKAUER ROSE LLP  
STYLESAGE INC

**PAST DUE VENDORS**

210 MUNI LLC  
4692 SPG CENTER LLC  
737 NORTH MICHIGAN AVENUE INVESTORS LLC  
754 FIFTH AVENUE ASSOCIATES LP  
ALORICA INC  
AMERICAN EXPRESS- ESTABLISHMENT  
ARANDELL CORPORATION  
BAL HARBOUR SHOPS  
BARBARA SMALLEY SELZNICK  
CALLISONRTKL INC  
CHEETAH DIGITAL INC  
CLASSIC PROTECTION SECURITY & INVESTIGATIONS INC  
CLEAR TECHNOLOGIES  
CLEARFORK RETAIL VENTURE LLC  
COPLEY PLACE ASSOCIATES  
D & L PROTECTIVE SERVICES  
DIRECT SOURCE PACKAGING CO LLC  
DNA MODEL MGMT LLC  
ELICIT LLC  
ELM DEVELOPMENT COMPANY  
ERY RETAIL PODIUM LLC  
FLEENOR PAPER COMPANY INC  
GGP ALA MOANA LLC-ALA MOANA CTR  
GRAPEVINE MILLS MALL LTD  
HEARST CORPORATION  
HG GALLERIA LLC  
INTERSTATE CLEANING CORP  
ISS FACILITY SERVICES INC  
JAMES GREY  
JGK INDUSTRIES LLC  
JOAN KELLER SELZNICK  
JP MORGAN PCARD  
KELLERMAYER BERGENSONS SERVICES LLC  
KING OF PRUSSIA ASSOCIATES  
KONE INC  
LARSON FAMILY TRUST  
LCFRE AUSTIN BRODIE OAKS LLC  
MERICLE 325  
MICROSOFT ONLINE INC



**Neiman Marcus Group Ltd.**

**Parties in Interest List**

MIROMAR OUTLET WEST LLC  
MONUMENT CONSULTING  
MOREDIRECT DBA CONNECTION  
NORTHPARK MERCHANT ASSOC INC  
NORTHPARK PARTNERS LP  
OAKBROOK SHOPPING CENTER LLC  
OLYMBEC USA LLC  
PINNACLE PARK  
PRESTON SHEPARD RETAIL LP  
PRIME CHEVY CHASE ASSET I LLC  
R R & C DEVELOPMENT CO  
RUSSELL REYNOLDS ASSOCIATES INC  
SAPIENT CORPORATION  
SAWGRASS MILLS PHASE II LP  
SHORT HILLS ASSOCIATES  
SLG 625 LESSEE LLC  
SMURFIT KAPPA NORTH AMERICA LLC  
SOMERSET COLLECTION LTD PARTNERS  
SPEC-BUILT  
SUNBEAM DEVELOPMENT CORP  
SUSAN ARCHER  
SWEET CONSTRUCTION CORP  
TAUBMAN-CHERRY CREEK LTD PARTNERSHIP  
THE BOSTON CONSULTING GROUP INC  
TIC RETAIL PROPERTIES-FASHION ISLAND  
TRAVEL AND TRANSPORT INC  
UWS POST OAK LLC  
VERIZON WIRELESS  
VILLAGE OF MERRICK PARK LLC  
WILSON 151 WORTH LLC  
ZYSTON LLC

**SEPARATED OFFICERS**

GERALD A. BARNES  
JAMES GOLD  
KAREN KATZ  
NEVA HALL  
SCOTT NISHI  
SHANE FEENEY

**SUPPLY CHAIN VENDORS**

ACCELA WORLDWIDE LOGISTICS INC  
ALBATRANS INC  
ALBATRANS SPA  
AMERICAN NATIONAL LOGISTICS  
APPROVED FREIGHT FORWARDERS  
AROUND THE CLOCK LOGISTICS INC.

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

AS LOGISTICS DBA AMSTAN LOGISTICS  
BLACKHAWK TRANSPORT INC  
BNSF LOGISTICS, LLC  
C H ROBINSON WORLDWIDE  
COMET COURIER CORP  
COVENANT TRANSPORT INC  
CRANE SOLUTIONS  
CRATERS & FREIGHTERS  
DM WORLD LOGISTICS  
DMS EXPRESS INC  
DSW DISTRIBUTION CENTERS INC  
DVK BUYING AGENCY  
E.R.C. DELIVERY SERVICE, INC  
EAGLE EXPRESS INC  
ECHO GLOBAL LOGISTICS  
EXPEDITORS  
FEDERAL EXPRESS  
FEDEX FREIGHT EAST  
FEDEX GROUND  
FEDEX TRADE NETWORKS  
FFE TRANSPORTATION  
FORWARD AIR SOLUTIONS  
GRANE TRANSPORTATION  
HONOLULU FREIGHT SERVICE  
LAMBERT+ASSOCIATES ITALY  
LAMBERT+ASSOCIATES LTD  
LAMBERT+ASSOCIATES LTD/LONDON  
LAMBERT+ASSOCIATES MILAN/FLORENCE  
LAMBERT+ASSOCIATES SARL/PARIS  
LANDSTAR LIGON  
LUIS ANTONIO SANCHEZ XAMMAR  
NECTARTE  
NEWGISTICS, INC  
PAM TRANSPORT INC.  
PERFORMANCE TEAM FREIGHT SYSTEMS  
PILOT FREIGHT SERVICES  
ROADWAY EXPRESS  
SUN DELIVERY  
SUN LOGISTICS  
TA SERVICES  
TECHNICAL TRANSPORTATION  
TFC LTD (F.R. GABBOTT)  
TRADEWIN  
TRANS INTERNATIONAL TRUCKING  
UPS  
UPS SUPPLY CHAIN SOLUTIONS  
WERNER ENTERPRISES, INC

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**Parties in Interest List**

WILLIAM E. CONNOR & ASSOCIATES LTD  
WILLIAM E. CONNOR (TAIWAN)  
YUSEN LOGISTICS (AMERICAS) INC.  
CON-WAY FREIGHT

**U.S. TRUSTEES**

BARBARA GRIFFIN  
CHRISTINE MARCH  
CHRISTY SIMMONS  
CLARISSA WAXTON  
DIANE LIVINGSTONE  
GLENN OTTO  
GWEN SMITH  
HECTOR DURAN  
HENRY G. HOBBS, JR.  
JACQUELINE BOYKIN  
LINDA MOTTON  
LUCI JOHNSON-DAVIS  
PATRICIA SCHMIDT  
STEPHEN STATHAM

**UTILITY PROVIDERS**

737 NORTH MICHIGAN AVENUE INVESTORS LLC-  
800 GOT JUNK  
ACTION CARTING ENVIRONMENTAL SERVICES INC  
ADVANCED NETWORK SERVICES LLC  
ADVANTIX  
ALL STAR PETROLEUM INC  
AMEREN MISSOURI  
AMERICAN WATER-  
APPLE INC\*  
AT&T  
ATMOS ENERGY/740353  
ATMOS ENERGY/790311  
AURUS INC  
BAL HARBOUR VILLAGE-  
BELLSOUTH  
BLUEBONNET ELECTRIC COOPERATIVE-  
BOARD OF WATER SUPPLY/HI  
CALPINE CORPORATION  
CAROUSEL INDUSTRIES-  
CENTERPOINT ENERGY-  
CENTURY WASTE SERVICES LLC-  
CENTURYLINK INC  
CHAMPION ENERGY SERVIC  
CITY OF ATL-WATERSHEDG  
CITY OF AUSTIN-

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

CITY OF BEVERLY HILLS-  
CITY OF BOCA RATON:  
CITY OF CHARLOTTE NC  
CITY OF DALLAS-  
CITY OF FORT LAUDERDALE-  
CITY OF GRAPEVINE  
CITY OF HOUSTON-  
CITY OF IRVING  
CITY OF LONGVIEW  
CITY OF NEWPORT BEACH--  
CITY OF ORANGE-  
CITY OF PALO ALTO CA-  
CITY OF PLANO-  
CITY OF TROY-  
CITY OF WEST PALM BEACH/UTILITIES  
CITY OF WHITE PLAINS-  
CITY TREASURER-PUBLIC UTILITIES DEPT  
CLARK COUNTY WATER RECLAMATION DISTRICT-  
COGENT COMMUNICATIONS-  
COM BELL SYSTEMS INC  
COMCAST  
CONGRESSIONAL PLAZA ASSOCIATES LLC  
CONSOLIDATED COMMUNICATIONS  
CONSOLIDATED EDISON  
CONSUMERS ENERGY  
CONTINENTAL WIRELESS INC-  
COPLEY PLACE ASSOCIATES:  
COX COMMUNICATIONS LLC-  
CPS ENERGY  
CROWN CASTLE FIBER LLC  
CURVATURE INC  
DC WATER AND SEWER AUTHORITY  
DENVER WATER  
DIRECT ENERGY BUSINESS/32179  
DIRECTV SERVICES  
DISH NETWORK  
DOMINION VA/NC POWER/26543/26666  
DTE ENERGY/2859/67-069A-  
DUKE ENERGY/70516-  
EAST BAY MUNICIPAL UTILITY DIST (EBMUD)  
EAST MEADOW WD  
ELIZABETHTOWN GAS/5412  
ENGIE\*  
ERY RETAIL PODIUM LLC  
ESKRIDGE LLC  
EVERSOURCE/NSTAR-  
EXELON CORPORATION

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

FAIRFAX WATER - VA  
FLAGG CREEK WATER RECLAMATION DISTRICT  
FLORIDA POWER & LIGHT COMPANY (FPL)  
FLORIDA PUBLIC UTILITIES-  
FORT WORTH WATER DEPT TX  
FR WIRELESS  
FRAUD CREDIT BWRANSACTION-  
FRONTIER COMMUNICATIONS  
FUZE INC-  
GATT COMMUNICATIONS INC-  
GOGOAIR.COM-  
GRANITE TELECOMMUNICATIONS  
GREY FOREST UTILITIES  
HANSON'S WATER TREA-  
HAWAII GAS  
HAWAIIAN ELECTRIC COMPANY (HECO)-  
HAWAIIAN TELCOM-  
ILLUME ELECTRIC INC  
INFINITE ENERGY INC-GAS-  
JERSEY CENTRAL POWER & LIGHT  
JUST ENERGY SOLUTIONS INC/PASADENA  
KETER ENVIRONMENTAL SERVICES INC  
KING OF PRUSSIA-  
KRK TECHNOLOGIES INC  
KUDELSKI SECURITY  
LA CANTERA RETAIL LIMITED PARTNERSHIP  
LACLEDE GAS COMPANY-  
LAKESHORE RECYCLING SY  
LEVEL 3 COMMUNICATIONS LLC  
LOS ANGELES DEPT OF WATER & POWER/30808  
MACERICH HHF BROADWAY PLAZA LLC  
MALL AT KATY MILLS LP  
MEGAPATH  
METROPOLITAN ST. LOUIS SEWER DISTRICT-  
METROPOLITAN TELECOMMUNICATIONS  
MIAMI-DADE WATER AND SEWER DEPT  
MILPITAS MILLS LP  
MOREDIRECT-  
NATIONAL GRID-  
NTT COMMUNICATIONS  
NV ENERGY/30150 SOUTH NEVADA-  
NYC WATER BOARD  
ONE RING NETWORKS INC  
OPTIMUM-  
ORLANDO UTILITIES COMMISSION  
PACIFIC GAS & ELECTRIC-  
PALO ALTO UTILITY-

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

PEOPLES GAS  
POTOMAC MILLS SHOPPING CENTER  
PPL ELECTRIC UTILITIES/ALLENTOWN  
PSE&G-PUBLIC SERVICE ELEC & GAS CO-  
PUGET SOUND ENERGY  
RECOLOGY  
RIVERWALK MARKETPLACE-  
ROUSE FS LLC  
SALT RIVER PROJECT/80062  
SAN GABRIEL VALLEY WATER COMPANY  
SANATOGA WATER CONDITIONING  
SAWGRASS MILLS PHASE II LP  
SCOTTSDALE FASHION SQUARE PARTNER-  
SET SOLUTIONS INC  
SF - WATER  
SHOPS AT THE BRAVERN LLC  
SIMON MANAGEMENT ASSOCIATES II LLC  
SIRIUS COMPUTER SOLUTIONS  
SIRIUSXM  
SLG 625 LESSEE LLC  
SOUTHERN CALIFORNIA EDISON-  
SOUTHERN CALIFORNIA GAS CO-  
SOUTHERN COMPANY  
SOUTHPARK MALL LP  
SOUTHWEST GAS CORPORATION  
SOUTHWESTERN ELECTRIC POWER-  
SOUTHWESTERN BELL TELEPHONE COMPANY  
SPECTRUM  
SPRINT  
SUGARLOAF MILLS LP  
SUMMER ENERGY LLC  
SUNRISE UTILITY ONLINE  
SXM\*SIRIUSXM.COM/ACCT  
TAMPA WESTSHORE ASSOC LP-  
TANGER DEER PARK LLC  
TDX TECH  
TECO TAMPA ELECTRIC COMPANY  
TELE-COMMUNICATION INC  
TEXAS GAS SERVICE  
THE RETAIL PROPERTY TRUST  
THREE GALLERIA OFFICE BUILDINGS LLC-  
TIME WARNER CABLE-  
T-MOBILE-  
TOWN OF NATICK-  
TRIEAGLE ENERGY  
TRUMPIA  
UGI CORPORATION-

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

VERIZON  
VIIZ COMMUNICATIONS INC  
VILLAGE OF NORTHBROOK  
VILLAGE OF OAK BROOK-  
WASHINGTON GAS/37747  
WATER TOWER LLC  
WATSON ELECTRICAL CONTRACTORS INC-  
WCCB  
WEST UNIFIED COMMUNICATIONS SERVICES INC  
WESTFIELD GARDEN STATE LLC  
WINDSTREAM CORP-  
WVF-PARAMOUNT 745 PROPERTY LP  
XCEL ENERGY:PUBLIC SERVICE COMPANY OF CO  
ZAYO GROUP  
INTRADO ENTERPRISE COLLABORATION INC  
JM-BMM LLC  
KEYSTONE-FLORIDA PROPERTY HOLDING  
LAS VEGAS NORTH PREMIUM OUTLETS  
MACERICH  
PREMIUM OUTLET PARTNERS LP  
VNO BERGEN MALL OWNER LLC

**VENDORS**

19RM LIMITED USD  
49 WINTERS TRADING LTD  
8008558 CANADA INC (VINTAGE FRAMES)  
AGORDAT S.R.L.S.  
ALANUI S.R.L.  
ALEX PERRY PTY LTD  
ALEXANDRE VAUTHIER  
AM DESIGN - AMINA MUADDI  
AMBROSI NAPOLI SRL  
ANA SEGUI DE EGUILLOR  
ANCIENT GREEK SANDALS  
ANDREW GN  
ANNABELLA PELLICCERIA  
ANTONIO MARRAS SRL  
AQUAZZURA ITALIA SRL  
ARTWELL HOLDINGS LTD  
ASC REGENCY LTD  
ASIAN HANDICRAFTS  
AZZEDINE ALAIA S.A.S  
BABEL CONSULTING S.A.S. MAISON ALMA  
BARDOT PTY LTD  
BECDBG BVBA / BERNADETTE  
BELLA FREUD  
BERLUTI

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

BEYOND EVI PC  
BIOLOGIQUE  
BIRGER CHRISTENSEN A/S ROTATE  
BLVD  
BONTONI  
BORGO DE NOR LTD  
CARLO MORETTI VENEZIA SRL  
CATHERINE OSTI  
CECILIE BAHNSEN  
CELESTINE LINGERIE  
CELINE  
CHANEL  
CHANTAL ROMANO  
CHARABIA  
CHARVET  
CHINA RISE FASHION LTD  
CHRISTIAN LOUBOUTIN  
COSMETIC DOCTOR AT WORK LTD  
COUNTY SRL  
CRAIG GREEN  
CREATIVE DESIGN LTD  
CV UNGGUL PUTRA SAMUDRA  
CYRANO SARL  
DAGMARA SP.ZO.O.  
DANCASSAB SOCIEDAD ANONIMA DE CV  
DANIEL BESIKIAN  
DANIEL ROUSSELOT PHOTOGRAPHE  
DAVID KOMA  
DE CARLINI SAS DI TERRUZZI LUCA  
DENIM 108 PTY LTD (NOBODY DENIM)  
DERNAMARIA SRL (ERMANNIO SCERVINO)  
DESMOND AND DEMPSEY  
DION LEE  
DOUBLEJ SRL  
DRIES VAN NOTEN N.V  
DUNDAS WORLD LTD  
EB JEWELS SRL  
ELLEME - ELLEAIME SAS  
EME POSATERIE  
EMILIO PUCCI SRL  
ENRICO MANDELLI  
ERDEM MORALIOGLU LTD  
FACTORY SRL  
FEAR OF GOD  
FENDI  
FF SRL (BOUGEOTTE)  
FIASCONARO SRL



**Neiman Marcus Group Ltd.**

**Parties in Interest List**

FIORUCCI HOLDINGS LTD  
FLORES BETTS SALON  
FNC ENTERPRISES PTY (STYLEKEEPERS)  
FOLLIA PRATICA SRL  
FOUNDATION CAPITAL  
GALVAN  
GAO SHENG GARMENT CO LTD  
GAUGE 81 BV  
GEDEBE  
GENTUG TEKSTIL URUNLERI- GUL HURGEL  
GILMAR DIVISIONE INDUSTRIA SPA  
GLASSWARE ART STUDIO S.C. PIOTR  
GORSKI  
GOYARD  
GU DE GOOS STUDIO-JI HYE KOO  
GUANTI GIGLIO FIORENTINO SRL  
GUCCI  
GUSHLOW AND COLE  
HALPERN  
HERON PRESTON SRL  
HOLZ CHRISTIAN ULBRICHT  
HOPEMORE HOLDINGS LLC  
HOUSE OF HACKNEY  
HOUSE OF SAKI (STAND)  
HUDSON BLVD GROUP  
HUISHAN ZHANG LTD  
HUNTING SEASON LLC  
IL BORGO CASHMERE SRL  
IM PRODUCTION - ISABEL MARANT  
IMPULS USD  
INDUS EXPORTS  
INO SCHALLER  
INTERNATIONAL WAREHOUSE GROUP  
J W ANDERSON  
JACQUEMUS  
JANE TAYLOR  
JANICE MINOR EXPORT  
JENNIFER CHAMANDI LTD  
JN CASTING AND PRODUCTION LTD  
JOHANNA ORTIZ Y CIA S.A.S  
JOHANNA ORTIZ ZONA FRANCA SAS  
JOHNSTONS OF ELGIN  
JOIN WINNER INDUSTRIAL LTD  
JOURDEN LIMITED  
JT HOME FURNISHING CO LTD  
K&K EMPORIO SRL  
KASSL BV

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

KENTSHIRE  
KERAMOS NAZARI PROD CERAMICOS, LDA  
KHRISJOY S.R.L  
KOORELOO LLP  
L'ACCESSORIO (FALIERO SARTI)  
LADY GIULIVA SRLS  
LANDINI SHIRT SRL  
LAURENCE DACADE - HINDILA  
LIBERTY OF LONDON LTD  
LIGHTSTIM  
LMG- MAISON MICHEL  
LOUIS VUITTON  
LOULOU STUDIO MILA ELI  
MAGE - CORTHAY  
MAGGIE MARILYN  
MAGLIERIA ARTIGIANA  
MAILLE FRANCE  
MAMMA TEAM PRODUCTIONS S.L.  
MARCO PESCAROLO SRL  
MARIAGE FRERES  
MASCIONI ASSOCIATI INTERNATIONAL LT  
MASSIMO LUNARDON & C. SNC  
MATERIEL TBILISI LLC  
MEDITERRANEA SHPK  
MENDEL-FUR SALES & SERVICES  
MERCEDES SALAZAR JOYERIA S.A.  
MFK ART (POP-UP VENDOR)  
MINDS OF EARTH LTD (GABO GUZZO)  
MIRELLA CAVORSO BY RIPETTA SRL  
MISSONI  
MMW SRL  
MODERN HOME LIGHTING INC  
MOTHER OF PEARL  
MR ROBCIS DIDIER PHOTOGRAPHE  
MY OWN GARDEN  
NELSON C. LEUNG (TAMILEE IND)  
NEOUS LTD  
OLIVER PEOPLES  
OLIVIA VON HALLE LTD  
OLYMPIALETAN - OLT S.A.S  
OTSUMO CO LTD  
OWENSCORP ITALIA  
OYE MODA GIYIM AKSESUAR SAN. VE DIS  
PALMER HARDING  
PANDA SOLUTIONS LTD - ID SARRIERI  
PEBA TRADING  
PELLEGRINO (PARIS) - SAS R.P.

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

PERFECT MOMENT ASIA LIMITED  
PIERRE BALMAIN SAS  
PIERRE HARDY  
PILI CARRERA  
PRADA  
PRADA USA CORP.  
PREMIER LIMOUSINE  
PREMIER SALONS  
PREMIER SALONS/BEAUTY EXPRESS SERVICE  
PRESIDENT F.R.S. SRL  
PRESTIGE MBH  
PROSPETTIVE SRL  
PURPLE LABEL FASHION GMBH  
PVH HERITAGE BRANDS AUSTRALIA PTY L  
RACIL C LTD  
RASARIO LLC  
REDEYE SRL  
REGINA SRL  
REJINA PYO  
RENE CAOVILLA  
RESURRECTION VINTAGE  
RIPETTA SRL  
ROBLES HERITAGE  
ROC ENTERPRISE CO LTD  
RODO FIRENZE SRL  
ROKH LTD  
ROMAIN VIOLLEAU (WHITE DOT)  
ROSANTICA SRL  
SAKS POTTS  
SALLE PRIVEE BV  
SANTANA LEATHER CARE  
SHINSEGAE POIRET - BOON THE SHOP  
SILVERADO  
SIMONE ROCHA  
SIMONNOT GODARD  
SIR THE LABEL  
SMARTECH  
SOLMATE LTD (BY FAR)  
SOUTH ENTERPRISES LTD  
SPAL SOC PORCELANAS ALCOBACA  
SSG SOCIETA SERVIZI GRAFICI SRL  
ST. PIECE LIMITED  
STALWART HOMESTYLES  
STEFANO BEMER SRL  
STEPHEN (DRIES VAN NOTEN)  
STINE GOYA A/S  
SZKLO DEKOR

**Neiman Marcus Group Ltd.**

**Parties in Interest List**

TAILOR AND CRAFTS CO LTD  
TAIWAN NOVELTY LTD  
THE ATTICO SRL  
THE FASHION MODEL MGMT SRL  
THE SALON AT BG  
THE UPSIDE CORPORATION PTY LTD  
THIERRY MUGLER  
THREE FLOOR LTD  
TOMORROW MILANO SRL  
TOP SERVICE SRL  
TRI-EVER ENTERPRISE (HK) CO LTD  
UNRAVEL PROJECT SRL  
VALPELTRO DI ARTALE  
VELVETEEN INT'L LTD  
VENICE SRL  
VIE HEALING  
VISUAL ARTIST LIMITED  
VITA KIN, INC.  
VOZZA GRAZIA  
WALKING - STICKS  
WANDLER BV  
WEIHNACHTSLAND GMBH  
WORLD WIDE SHOES - MALONE SOULIERS  
YOSHII INDUSTRIAL LTD  
YUZEFI  
ZERO11 S.R.L. (ALONPI)  
ZOBOLI ELIO  
ZUHAIR MURAD SUISSE SA

**SCHEDULE 2**  
**RESULTS OF CONFLICTS CHECK**

<b>Party in Interest</b>	<b>Relationship to Debtors</b>	<b>Relationship to PWP Advisory Services</b>
ACE American Insurance Co.	Insurer	Vendor
ACE Property and Casualty Insurance Company	Insurer	Vendor Affiliate (ACE American Insurance Co.)
ADP Inc.	Ordinary Course Professional	Vendor
AIG	Insurer	Client and Vendor Affiliate (AIG Insurance Company China Limited Beijing Branch)
Allianz Global Risks US Insurance Company	Insurer	Vendor Affiliate (Allianz World Wide Care)
Amazon.com	Contract Counterparty	Vendor
Amegy Bank	Bank	Vendor
American Airlines	Contract Counterparty	Vendor
American Express	Contract Counterparty	Vendor
American Express-Establishment	Past Due Vendor	Vendor Affiliate (American Express; American Express Corporate Svc; American Express Services Europe Ltd)
Ankura Trust Company, LLC	Administrative Agent	Vendor Affiliate (Ankura Consulting Group LLC)
Aon Risk Services of TX	Insurer	Client Affiliate (Aon Consulting, Inc.) and Vendor Affiliate (Aon Middle East LLC; Aon Risk Services Northeast, Inc.)
Apollo	Debtholder	Client and Vendor Affiliate (Apollo Jets; Apollo Management, LP)
Apple Inc.	Utility Provider	Vendor
Aramark Refreshment Services LLC	Contract Counterparty	Vendor Affiliate (Aramark, Aramark Food & Support Services Group, Inc.; Aramark Premier Catering; Aramark UVA Catering)
Ares	Debtholder	Client
Ares Corporate Opportunities Fund III, L.P.	Equityholder	Client Affiliate (Ares)
Ares Corporate Opportunities Fund IV, L.P.	Equityholder	Client Affiliate (Ares)
AT&T	Utility Provider	Client and Vendor
Avaya Incorporated	Contract Counterparty	Vendor
Axis Insurance Company	Insurer	Vendor

Bank of America	Debtholder	Client and Vendor
Bank of America, N.A.	Administrative Agent	Client Affiliate and Vendor Affiliate (Bank of America)
Barclays	Debtholder	Vendor Affiliate (Barclays Capital Inc.)
Beazley Insurance Co. Inc.	Insurer	Vendor
Beazley Syndicates AFB	Insurer	Vendor Affiliate (Beazley Insurance Co. Inc.)
Benefit Street	Debtholder	Client
Blackrock	Debtholder	Client and Vendor Affiliate (Blackrock Talent LLC)
BlueMountain	Debtholder	Client
BMC Software, Inc.	Contract Counterparty	Vendor Affiliate (BMC Group VDR, LLC)
Brainstorm, Inc.	Contract Counterparty	Vendor
Bryan Cave LLP	Ordinary Course Professional	Vendor
Business Wire Inc.	Ordinary Course Professional	Vendor
Calpine Corporation	Utility Provider	Vendor
Canon	Contract Counterparty	Vendor Affiliate (Canon Emirates LLC; Canon Espana, S.A.; Canon Financial Services, Inc; Canon Solutions America, Inc.; Canon UK Ltd.)
Chubb	Insurer	Vendor
Cleary Gottlieb Steen & Hamilton LLP	Ordinary Course Professional	Vendor
CNA International	Insurer	Vendor
CNA Paramount	Insurer	Vendor
Cogent Communications	Utility Provider	Vendor
Comcast	Utility Provider	Vendor
Comcast Cable Communications Management LLC	Contract Counterparty	Vendor Affiliate (Comcast; Comcast Business)
Continental Casualty Co. (CNA)	Insurer	Vendor
Continental Insurance Company	Insurer	Vendor
Covington & Burling LLP	Ordinary Course Professional	Vendor

Crane Solutions	Supply Chain Vendor	Vendor Affiliate (Crane)
Credit Suisse	Debtholder	Client and Vendor Affiliate (Credit Suite BD+ Commission & Fees; Credit Suisse Securities (USA) LLC)
Credit Suisse AG, Cayman Islands Branch	Administrative Agent	Client and Vendor Affiliate (Credit Suite BD+ Commission & Fees; Credit Suisse Securities (USA) LLC)
Crown Castle Fiber LLC	Utility Provider	Client
CVC Capital Partners	Debtholder	Client
Davidson Kempner	Debtholder	Client
Deloitte Transactions & Business Analytics LLP	Ordinary Course Professional	Vendor
Deutsche Bank	Debtholder	Client and Vendor
Deutsche Bank AG, New York Branch	Administrative Agent	Client Affiliate and Vendor Affiliate (Deutsche Bank)
DIRECTV, LLC	Contract Counterparty	Client Affiliate (AT&T); Vendor
DIRECTV Services	Utility Provider	Client Affiliate (AT&T); Vendor Affiliate (DIRECTV, LLC)
DISH Network	Utility Provider	Vendor
DocuSign Inc.	Contract Counterparty	Vendor
DoorDash	Contract Counterparty	Vendor
Duff & Phelps LLC	Ordinary Course Professional	Vendor
EMC Corporation	Contract Counterparty	Vendor
Ernst & Young LLP	Ordinary Course Professional	Vendor
Experian Marketing Solutions, Inc.	Contract Counterparty	Vendor Affiliate (Experian; Experian Ltd.)
Federal Express	Supply Chain Vendor	Vendor Affiliate (Federal Express Canada Corporation; Federal Express Europe Inc.; Federal Express International Inc.)
FedEx Freight East	Supply Chain Vendor	Vendor Affiliate (FedEx; FedEx Office)
FedEx Ground	Supply Chain Vendor	Vendor Affiliate (FedEx; FedEx Office)
FedEx Trade Networks	Supply Chain Vendor	Vendor Affiliate (FedEx; FedEx Office)

FiberNet Direct Texas, LLC	Contract Counterparty	Vendor Affiliate (FiberNet Telecom Group, Inc.)
Fidelity Investments	Ordinary Course Professional	Client and Vendor Affiliate (Fidelity; Fidelity 401K; Fidelity Bond; Fidelity Information Services; Fidelity Information Services Inc.; Fidelity Investments Institutional; Fidelity National Information Services, Inc.)
First Data Merchant Services LLC	Contract Counterparty	Vendor Affiliate (First Data Merchant SVC)
FTI Consulting Inc.	Ordinary Course Professional	Vendor
Goldman Sachs	Debtholder	Client and Vendor Affiliate (Goldman Sachs Execution & Clearing)
Granite Telecommunications	Utility Provider	Vendor
Great American Group	Ordinary Course Professional	Vendor Affiliate (Great American Group Advisory)
Houlihan Lokey Capital Inc.	Ordinary Course Professional	Vendor
HSBC	Debtholder	Vendor Affiliate (HSBC Bank)
Infosys	Contract Counterparty	Client Affiliate (Infosys)
Infosys Limited	Contract Counterparty	Client
Intralinks Inc.	Ordinary Course Professional	Vendor
Jagged Peak	Contract Counterparty	Client
Jones Day	Ordinary Course Professional	Vendor
JPMorgan	Debtholder	Client and Vendor Affiliate (J.P. Morgan Securities, Inc.; J.P. Morgan Securities Inc. / Neovest Trading)
JPMorgan Chase Bank, N.A.	Contract Counterparty	Client Affiliate (JPMorgan) and Vendor Affiliate (J.P. Morgan Securities, Inc.; J.P. Morgan Securities Inc. / Neovest Trading)
JPMorgan PCard	Past Due Vendor	Client Affiliate (JPMorgan) and Vendor Affiliate (J.P. Morgan Securities, Inc.; J.P. Morgan Securities Inc. / Neovest Trading)
Kirkland & Ellis International LLP	Debtors' Professional	Vendor



Kirkland & Ellis LLP	Debtors' Professional	Vendor
Korn Ferry Leadership Consulting Corporation	Ordinary Course Professional	Vendor Affiliate (Korn/Ferry International)
Lazard Freres & Co.	Debtors' Professional	Vendor Affiliate (Lazard Freres & Co. LLC)
Level 3 Communications LLC	Utility Provider	Vendor and Vendor Affiliate (Century Link)
Liberty Insurance Corporation	Insurer	Client Affiliate (Liberty Mutual Holding Company Inc.)
Liberty Mutual Fire Insurance Co.	Insurer	Client Affiliate (Liberty Mutual Holding Company Inc.)
Liberty Mutual Holding Company Inc.	Insurer	Client
Liberty Mutual Insurance	Insurer	Client Affiliate (Liberty Mutual Holding Company Inc.)
Mangia	Contract Counterparty	Vendor
Marathon Asset Management	Debtholder	Client and Vendor Affiliate (Marathon Asset Management (Services))
Mayer Brown LLP	Ordinary Course Professional	Vendor Affiliate (Mayer Brown International LLP)
McDermott Will & Emery	Ordinary Course Professional	Vendor Affiliate (McDermott Will & Emery Rechtsanwälte)
Mercer Human Resources Consulting	Ordinary Course Professional	Vendor
Merrill Communications LLC	Ordinary Course Professional	Vendor
Microsoft Corporation	Contract Counterparty	Vendor
Microsoft Licensing, GP	Contract Counterparty	Vendor
Microsoft Online Inc.	Past Due Vendor	Vendor Affiliate (Microsoft Corporation; Microsoft Licensing, GP; Microsoft Corporation - Microsoft Ignite)
Moody's Investors Service	Ordinary Course Professional	Vendor
Nasdaq OMX Corp Solutions LLC	Ordinary Course Professional	Vendor Affiliate (Nasdaq OMX Stockholm AB; NASDAQ Stock Market LLC)

National Union Fire Insurance Company (AIG)	Insurer	Client Affiliate (AIG) and Vendor Affiliate (AIG Insurance Company China Limited Beijing Branch)
National Union Fire Insurance Company of Pittsburgh, PA	Insurer	Client Affiliate (AIG) and Vendor Affiliate (AIG Insurance Company China Limited Beijing Branch)
Nirvana	Litigation Party	Vendor Affiliate (Nirvana Financial Solutions)
Okta, Inc.	Contract Counterparty	Vendor
Otis Elevator Company	Contract Counterparty	Vendor
Pacific Gas & Electric	Utility Provider	Vendor
Paul Weiss Rifkind Wharton & Garrison LLP	Ordinary Course Professional	Vendor
PayPal, Inc.	Contract Counterparty	Client and Vendor
Pilot Freight Services	Supply Chain Vendor	Vendor Affiliate (Pilot)
PIMCO	Debtholder	Client
Proskauer Rose LLP	Ordinary Course Professional	Vendor
Prudential	Debtholder	Client Affiliate (Prudential Financial)
Prudential Financial	Debtholder	Client
Randstad Technologies, LLC	Contract Counterparty	Vendor Affiliate (Randstad Interim S.A.)
Royal Bank of Canada	Debtholder	Vendor
SAS Institute Inc.	Contract Counterparty	Vendor
Sidley Austin LLP	Ordinary Course Professional	Vendor
Simpson Thatcher & Bartlett LLP	Ordinary Course Professional	Vendor
Speedy Messenger Allegro	Contract Counterparty	Vendor Affiliate (Speedy Messenger & Delivery Service)
Sprint	Utility Provider	Client and Vendor
Standard & Poor's Financial Services LLC	Ordinary Course Professional	Vendor

Starwood	Landlord	Vendor Affiliate (Starwood Hotels & Resorts Worldwide)
Time Warner Cable	Utility Provider	Vendor Affiliate (Time Warner Cable Business Class)
T-Mobile	Utility Provider	Vendor
Towers Watson Delaware Inc.	Ordinary Course Professional	Vendor Affiliate (Towers Watson Pennsylvania Inc.)
Travel and Transport Inc.	Past Due Vendor	Vendor
Travelers Casualty & Insurance Co. of America	Insurer	Vendor Affiliate (Travelers)
UMB Bank, N.A.	Litigation Party	Client
United States Postal Service (USPS)	Contract Counterparty	Vendor
UPS Supply Chain Solutions	Supply Chain Vendor	Vendor
UPS	Supply Chain Vendor	Vendor Affiliate (UPS Supply Chain Solutions, Inc.)
Upstream	Contract Counterparty	Vendor (Upstream - NHST Media Group)
Verizon	Utility Provider	Vendor
Verizon Wireless	Past Due Vendor	Vendor
WageWorks Inc.	Ordinary Course Professional	Vendor
Wells Fargo	Debtholder	Vendor Affiliate (Wells Fargo Advisors, LLC; Wells Fargo Bank Account, N.A.; Wells Fargo Bank, N.A.; Wells Fargo Securities LLC; Wells Fargo Vendor Financial Services LLC)
Willis Towers Watson	Ordinary Course Professional	Vendor Affiliate (Willis Towers Watson US LLC)
Wilmington Trust, N.A.	Administrative Agent	Vendor
XL Insurance America, Inc.	Insurer	Vendor

Zayo Group	Utility Provider	Vendor Affiliate (Zayo Group UK Limited; Zayo Enterprise Networks, LLC)
Zurich American Insurance Company	Insurer	Vendor

**SCHEDULE 3**  
**PWP FUNDS' INVESTMENTS IN PARTIES IN INTEREST AS OF MARCH 31, 2020**

<b>Party in Interest</b>	<b>Relationship to Debtors</b>	<b>Related PWP Fund Holding</b>
Adobe System Incorporated	Contract Counterparty	Adobe Inc.
Aon Risk Services of Texas	Insurer	Aon PLC
Apple Inc.	Utility Provider	Apple Inc.
ADP Inc.	Ordinary Course Professional	ADP Inc.
Comcast	Utility Provider	Comcast Corp.
Comcast Cable Communications Management LLC	Contract Counterparty	Comcast Corp.
DISH Network	Utility Provider	DISH Network Corporation
Epam Systems, Inc.	Contract Counterparty	Epam Systems, Inc.
Goldman Sachs	Debtholder	Goldman Sachs Group Inc.
JPMorgan	Debtholder	JPMorgan Chase & Co.
JPMorgan PCard	Past Due Vendor	JPMorgan Chase & Co.
JPMorgan Chase Bank, N.A.	Contract Counterparty	JPMorgan Chase & Co.
Microsoft Corporation	Contract Counterparty	Microsoft Corporation
Microsoft Licensing, GP	Contract Counterparty	Microsoft Corporation
Microsoft Online Inc.	Past Due Vendor	Microsoft Corporation
Oracle Corporation	Contract Counterparty	Oracle Corporation
SiriusXM	Utility Provider	Sirius XM Holdings Inc.
SXM	Utility Provider	Sirius XM Holdings Inc.
Vanguard Group	Debtholder	Vanguard International Equity Index
Verizon	Utility Provider	Verizon Communications Inc.
Verizon Wireless	Past Due Vendor	Verizon Communications Inc.
Wells Fargo	Debtholder	Wells Fargo Co.